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DEC 6 - 2001

Utah Div. Of Corp. & Comm. Code

05024392

ARTICLES OF INCORPORATION
for the
NORTH BENCH FARMS HOME OWNERS ASSOCIATION
SUMMIT COUNTY, UTAH

A Nonprofit Corporation of the State of Utah

The undersigned, sole incorporator, being a natural person over the age of 18 years, executes these Articles of Incorporation to form and establish a nonprofit corporation (the "Corporation") under the provisions of the Utah Nonprofit Corporation and Co-operative Association Act, Section 16-6-18 et seq. of the Utah Code, and adopts the following Articles of Incorporation:

1. Name. The name of the Corporation is:

NORTH BENCH FARMS HOME OWNERS ASSOCIATION

2. Duration. The duration of the Corporation shall be perpetual, unless dissolved by the action of the Corporation or by operation of law.

3. Purposes. The purposes of the Corporation are to (i) function as the home owners association for the North Bench Farms Subdivision ("North Bench") located in Summit County, Utah, (ii) enforce any applicable covenants, conditions, and restrictions on the lots (collectively, the "Lots") and common areas within North Bench, if any, and (iii) provide the other services, and perform all of the other functions that may become desirable or necessary for the benefit of the members. The Corporation shall have all powers, rights, and privileges available to nonprofit corporations under the laws of the State of Utah.

4. Membership. The Members of the Corporation (collectively, the "Members") shall be the owners of the Lots. Membership is deemed an appurtenance to each Lot, and shall pass automatically to the owner of that Lot upon conveyance of title. The corporation shall not have stock or issue shares.

5. Voting Rights. Each Member is entitled to cast one vote for each Lot that he or she owns on all matters presented to the Members for approval. In the case of a Lot with multiple owners, the owners will agree among themselves how the vote applicable to that Lot will be cast, and if no agreement can be reached, no vote will be received from that Lot. Any of the multiple owners appearing at the meeting in person or by proxy is deemed to be acting with proper authority for all of the other owners of that Lot unless the other owners are also present or have filed written objections to that owner's representation of the other owners of the Lot in question. In the event of Lots held subject to trust deeds or mortgages, the trustor or mortgagor will be entitled to vote, and the lender shall have no right to vote; provided

Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
And approved on this 11 day of Dec 20 01
In this office of this Division and hereby issued
this Certificate thereof.

Examiner [Signature] Date 12/26/01



[Signature]
Kathy Berg
Division of Corporations and Commercial Code

12-06-01 P04:58 IN

Case: 12/06/2001
Filing Number: 470497
Amount Paid: \$20.00



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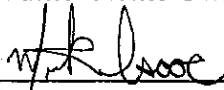
however that when a lender has taken possession of any Lot of North Bench, the lender shall be deemed to have succeeded to the interest of the trustor or mortgagor, and shall then be entitled to cast that vote.

6. Registered Agent. The initial registered agent of the corporation is:

Mark Isaac
3751 W. Center Park Dr., Suite 210
West Jordan, Utah 84084

Acceptance of Appointment

I, Mark Isaac, hereby accept my appointment as the registered agent for the North Bench Farms Home Owners Association.



Mark Isaac

7. Bylaws. The Board of Trustees of the Association may adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be adopted, amended, or repealed by the vote of the Members.

8. Principal Place of Business. The principal place of business of the corporation, and its initial offices are located at 5850 Avenida Encinas, Suite A, Carlsbad, California 92008. The corporation may establish such other offices and locations as it deems appropriate for the operation of its business. The mailing address for the corporation is the same.

9. Board of Trustees. There will initially be three Trustees of the corporation. The initial Board of Trustees, who will serve until the election of officers and Trustees at the first annual Members meeting, are:

<u>Name</u>	<u>Address</u>
Mark Isaac	3751 W. Center Park Dr., Suite 210 West Jordan, Utah 84084
Gary W. Harrison	5850 Avenida Encinas, Suite A Carlsbad, California 92008
Erich Grosse	5850 Avenida Encinas, Suite A Carlsbad, California 92008

Mark Isaac is hereby elected as the Chairman of the Board of Trustees.

10. Officers. The initial officers (collectively, the "Officers") of the corporation are:

President	Mark Isaac
Vice President	Gary W. Harrison
Secretary	Erich Grosse
Treasurer	Erich Grosse

Each of the Officers shall have the power and authority granted to him or her in the Bylaws (or in the event no Bylaws are adopted then the rights and powers delegated to them by the Board of Trustees). The Officers shall serve at the pleasure of the Board of Trustees and may be removed at any time by the Board of Trustees.

11. Annual Meeting. The annual meeting of the Members will be held on any date and time, and at any location inside or outside of the State of Utah, chosen by the Members or called by the Chairman of the Board as may be stated in the notice of annual meeting.

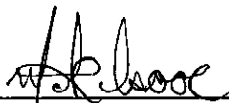
12. Limitations on Liability. The Officers, Trustees, and Members shall not be held personally liable for the debts or obligations of the Corporation.

13. Incorporator. The name and address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Mark Isaac	3751 West Center Park Drive, Suite 210 West Jordan, Utah 84084

14. Amendment. These Articles of Incorporation may be amended from time to time as submitted by the Trustees and approved by at least fifty-one percent (51%) of the Members.

IN WITNESS WHEREOF the Incorporator has executed and verified these Articles of Incorporation this 06 day of DECEMBER, 2001.



Mark Isaac

State of Utah)
 :ss
County of Salt Lake)

On the 14th day of DECEMBER, 2001, the foregoing instrument was acknowledged and verified before me by Mark Isaac, who personally appeared before me, and being by me duly sworn declared under penalty of perjury that he is the sole incorporator of the North Bench Farms Home Owners Association, and that he signed the foregoing Articles of Incorporation of the North Bench Farms Home Owners Association, and that the statements contained therein are true and correct.

In witness whereof, I have set my hand and seal this 14th day of DECEMBER, 2001.

Donald F. Lyquist
Notary Public

