

AMENDED AND RESTATED ARTICLES OF INCORPORATION
HIDEAWAY VALLEY PROPERTY OWNERS ASSOCIATION, INC.

September 27, 2008

A Utah Non-Profit Corporation
(Pursuant to the provisions U.C.A. Section 16-6a-202)

We the undersigned officers of the Hideaway Valley Property Owners, all being of the age of eighteen years or more, certify that the following Amended and Restated Articles of Incorporation were approved by a majority vote of the Trustees and Association members present in person or by proxy at a duly and properly noticed meeting of the Trustees and Association members on September 27, 2008 which vote was sufficient for approval by the members. These articles were prepared in accord with the provisions of the Utah Revised Nonprofit Corporation Act (U.C.A. §16-6a-101 et seq) and Community Association Act (U.C.A. §57-8a-101 et seq).

ARTICLE I.
NAME

The name of the Corporation is HIDEAWAY VALLEY PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II.
DURATION

The corporation shall continue in existence perpetually unless dissolved according to law.

ARTICLE III.
PURPOSES

The purposes for which the Corporation is organized are:

- a) To engage in the business of property management and to act as an agent for its members in acquiring, holding, improving, and otherwise dealing with and in respect of real property and real property improvements;
- b) To engage in such other business activities and pursuits as may be reasonably related to the foregoing, and
- c) To provide the other services and perform the other functions set forth in the Declarations of Protective Covenants, as may become desirable or necessary for the benefit of the members and lawfully approved by the members, including the enforcement of covenants, conditions, and restrictions set forth in the Declarations of Protective Covenants.

ARTICLE IV.
MEMBERSHIP

The Corporation shall have members consisting of persons owning one (1) or more of the lots (hereinafter designated the "lots") contained within Hideaway Valley Subdivisions (Plat A Lots 1-58 with tax serial numbers 40001 - 40058, Plat B Lots 1-97 with tax serial numbers 40059 - 40155, Plat C Lots 201-377 with tax serial numbers 40156 - 40332, Plat D lots 378-462 with tax serial numbers 40333 - 40417, Plat E Lots 463-496 with tax serial numbers 40418 - 40451, BEG

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N17°45'29"W 397.45 FT & S64°23'21"W 150.55 FT SE COR LOT 202, PLAT C HIDEAWAY VALLEY; S64°23'21"W 320 FT, S85°07'33"W 326.12 FT, N48°21'38"W 270 FT, S89°03'38"E 815.39 FT TO BEG CONT 2.07 AC BEING IN LOT 201, PLAT C with a tax serial number of 40156X, and Plat D 421-A with a tax serial number of 40376X as recorded in the office of the Sanpete County Recorder), Sanpete County, State of Utah (hereinafter designated "Association").

The Association shall have one (1) class of membership. There shall be one membership in the corporation appurtenant to each lot, which membership shall pass automatically to the owner of that lot upon conveyance of title.

On all matters presented to a vote of the members, the holder of each membership shall have one (1) vote per lot.

The Corporation shall not issue shares of stock as evidence of membership; membership is evinced by the recorded documents of ownership of one or more Lots in the Hideaway Valley Subdivisions.

ARTICLE V.
AMENDMENTS

These Articles of Incorporation may be amended or replaced from time to time, as permitted by law, by the affirmative vote of a majority of the Members of the Association represented at a duly noticed meeting.

In the event that the Association's corporate status should lapse through negligence, the Board of Trustees may re-file these articles with the State of Utah, provided they do so without revision other than such minor revisions that may be required to facilitate the filing process, itself, or to comply with the then current law.

ARTICLE VI.
TRUSTEES

The Corporation shall have a Board of Trustees, which shall consist of five (5), seven (7), or nine (9) Trustees, and maintained as an uneven number of Trustees. The term of a Trustee shall be two years or less, and terms shall be staggered.

The names and addresses of the persons who are to serve as Trustees until the next Annual Meeting of Members and until their successors are duly elected and qualified, are:

Royal Walker,
HC 13 Box 30033
Fairview, UT 84629
Term expires June 2010

Clifford Johnson,
150 North 200 East
Ephraim, UT 84627

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Term expires June 2010

Jim Taufer,
HC 13 Box 30049
Fairview, UT 84629
Term expires June 2009

Dustin McKinney,
8545 South Redwood Rd, Suite A
West Jordan, UT 84088
Term expires June 2009

Kristin Hatch,
51 W. Center Street, #171
Orem, UT 84057
Term expires June 2009

ARTICLE VII.
PRINCIPAL OFFICE AND REGISTERED AGENT

The principal business address of the Corporation, is:

HC 13 Box 3001,
Fairview, Utah 84629.

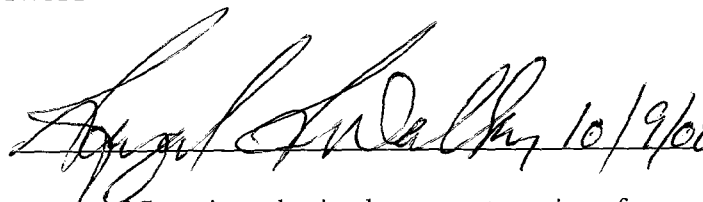
Which address may be changed at any time by the Board of Trustees without amendment to these Articles of Incorporation.

The registered agent for the Corporation is:

Royal Walker
HC 13 Box 30033
Fairview, UT 84629

Acceptance of Appointment

I, Royal Walker, hereby accept the appointment as the registered agent for
HIDEAWAY VALLEY PROPERTY OWNERS ASSOCIATION, Inc.

 10/9/08 (signature and date)

The Secretary of State is authorized to accept service of process in the event that the Registered Agent cannot be located.

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**ARTICLE VIII:
BY-LAWS**

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws.

**ARTICLE IX:
DISTRIBUTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

**ARTICLE X:
DISSOLUTION**

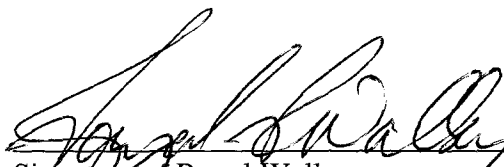
The holder of each membership shall be entitled to receive the member's pro rata share of the net assets of the Corporation upon dissolution.

**ARTICLE XI
SIGNATURES**

We, the below signators being the duly elected Board of Trustees, hereby affix our signatures in affirmation that the foregoing is true and correct of our own knowledge, and that this act is performed of our own free will and intent, without duress, coercion or promise of reward.

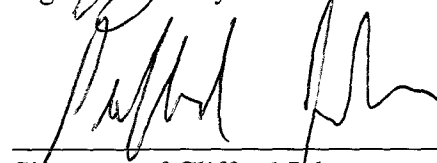
Date: 10/9/08

Royal Walker, President
HC 13 Box 30033
Fairview, UT 84629
Term expires June 2010



Signature of Royal Walker

Clifford Johnson, Vice President
150 North 200 East
Ephraim, UT 84627
Term expires June 2010



Signature of Clifford Johnson

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Jim Taufer, Vice President
HC 13 Box 30049
Fairview, UT 84629
Term expires June 2009



Signature of Jim Taufer

Dustin McKinney, Secretary
8545 South Redwood Rd, Suite A
West Jordan, UT 84088
Term expires June 2009

Signature of Dustin McKinney

Kristin Hatch, Treasurer
51 W. Center Street, #171
Orem, UT 84057
Term expires June 2009



Signature of Kristin Hatch

ARTICLE XII
ACKNOWLEDGEMENT

STATE OF UTAH)
 :ss.
COUNTY OF SANPETE)

BEFORE ME, a Notary Public in and for said County and State, on this day personally appeared Royal Walker, Clifford Johnson, Jim Taufer, Dustin McKinney and Kristin Hatch, known to me to be the persons whose names are on the Article of Incorporation, and that they have acknowledged to me that they have executed said Articles of Incorporation for the purposes and consideration therein expressed, and as the act of Hideaway Valley Property Owners Association.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 9 day of October, 2008.

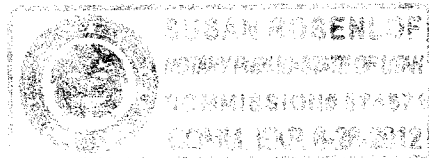


Notary Public

Residing in Utah County UT

My Commission Expires:

6-30-12



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September 27, 2008

~~Jim Taufer, Vice President
HC 13 Box 30849
Fairview, UT 84629
Term expires June 2009~~

Signature of Jim Taufer

Dustin McKinney, Secretary
8545 South Redwood Rd, Suite A
West Jordan, UT 84088
Term expires June 2009



Signature of Dustin McKinney

~~Kristin Hatch, Treasurer
51 W. Center Street, #171
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Term expires June 2009~~

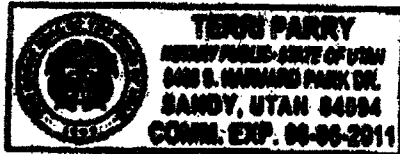
Signature of Kristin Hatch


**ARTICLE XII
ACKNOWLEDGEMENT**

STATE OF UTAH)
) ss.
COUNTY OF SANPETE)

BEFORE ME, a Notary Public in and for said County and State, on this day personally appeared Royal Walker, Clifford Johnson, Jim Taufer, Dustin McKinney and Kristin Hatch, known to me to be the persons whose names are on the Articles of Incorporation, and that they have acknowledged to me that they have executed said Articles of Incorporation for the purposes and consideration therein expressed, and as the act of Hideaway Valley Property Owners Association.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 9 day of October, 2008.





Notary Public

Residing in Salt Lake City

My Commission Expired:

8/6/2011