

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
GREENERHILLS HOMEOWNERS ASSOCIATION, INC.**

Whereas, the real property which is subject to these Articles of Incorporation consists of approx. 451 acres, Lots 1-51, the Greenerhills Subdivision, according to the Plat and recorded in the official records of the Wasatch County Recorder, Wasatch County, Utah

Article I - Corporate Name

The name of the Corporation is Greenerhills Homeowners Association Inc. (Association)

Article II - Duration

The duration of this corporation shall be perpetual unless dissolved sooner according to law and in conformance with the Utah Community Association Act.

Article III - Purpose

The Association is organized and formed as a nonprofit corporation for the purpose of functioning as the Homeowners Association for the Greenerhills Subdivision in Wasatch County, Utah. Having powers and duties subject to the restrictions and limitations set forth in (1) these Articles of Incorporation, (2) the Bylaws of the Association, (3) the Declaration of the Covenants, Conditions and Restrictions for the Greenerhills Subdivision (Declaration) as amended and recorded in the office of the Wasatch County Recorder, and (4) all current and past governing documents duly adopted by the Board of Directors or membership of the Association. In addition, the Association may engage in any and all lawful activities, and may pursue such purposes as determined by the Board of Directors and as allowed by Utah Community Association Act, Utah Code Title 57, Chapter 8a, as may be amended from time to time.

Article IV - Definitions

The definitions found in the Association's Bylaws and Declaration shall govern the meaning of the terms used in these Articles.

Article V - Members

The official owner of record shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in a Lot, they must decide among themselves to determine their vote, but in no event shall more than one vote be cast with respect to any Lot. Membership shall begin upon becoming a Lot Owner and shall automatically terminate upon ceasing to be an Owner. Memberships shall not be transferable separate from the Lot to which the membership is appurtenant.

Article VI - Governance

The affairs of the Corporation shall be managed by the Board of Directors.

Article VII - Board of Directors

The Owners shall elect the Board of Directors as provided in the Bylaws of the Association and in accordance with the Community Association Act of Utah Codes under Title 57 Chapter 8a. The Board shall consist of at least three (3) Directors responsible for the operation and governance of the Association. The Board shall have the authority to delegate duties to any committee, person, firm or corporation to act as manager.

Article VIII - Assessments

Members shall be subject to assessments as provided in the Declaration and in the Bylaws of the Association.

Article IX - Conflicts

In the case of any conflict between these Articles and the Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and the Bylaws, the Declaration shall control.

Article X - Limitation of Liability and Indemnification

Association Members, Directors, Committee members or others acting on behalf of the Association shall not be held individually or personally liable for any debts or obligations of the Association. Indemnification and Insurance coverage is fully explained in the Declaration.

Article XI - Dissolution

In the event of a voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the Association, and after payment of creditors, the Members will be entitled to receive all of the remaining assets of the Association of whatever kind available for distribution. The Association shall distribute such assets to the Members in proportion to the number of Lots each Member owns.

Article XII - Amendments to Governing Documents

The Articles of Incorporation, the Bylaws and the Declaration of Covenants, Conditions and Restrictions may only be amended by an affirmative vote of a majority of the Members of the Association.

Article XIII - Registered Agent

Attorney Kraig J. Powell shall serve as the registered agent for Greenerhills Homeowners Association. His office address is 55 West Center Street, Suite 1, Heber City, Utah 84032.

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned hereby acknowledges his appointment as registered agent for the Greenerhills Homeowners Association.

Dated: 2-3-2016 Signed *Kraig J. Powell*
Kraig J. Powell, Attorney

Acknowledged before me this 3rd day of February, 2016 by Kraig J. Powell, whose identity is known to me or was proven on the basis of satisfactory evidence.



Patsy Olsen
Notary Public

ACKNOWLEDGMENT OF GREENERHILLS HOMEOWNERS ASSOC. PRESIDENT

The foregoing Amended and Restated Articles of Incorporation of Greenerhills Homeowners Association, Inc. were adopted by the Members of the Association in conformance with the requirements of the Bylaws. Members representing a quorum were present or represented by proxy at the meeting and voted for approving these Amended and Restated Articles of Incorporation by vote sufficient for approval in compliance with the requirements of the Community Association Act under Utah Law.

Dated: 2-1-2016 Signed *Marilyn Fowler*
Marilyn Fowler, President

Acknowledged before me this _____ day of _____, 20____ by Marilyn Fowler, whose identity is known to me or was proven on the basis of satisfactory evidence.

Article XIII - Registered Agent

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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned hereby acknowledges his appointment as registered agent for the Greenerhills Homeowners Association.

Dated: _____ Signed _____
Kraig J. Powell, Attorney

Acknowledged before me this _____ day of _____, 20____
by Kraig J. Powell, whose identity is known to me or was proven on the basis of
satisfactory evidence.

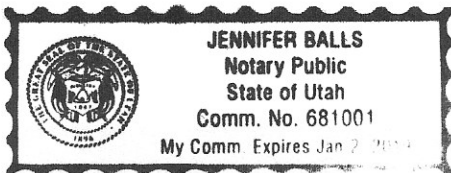
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Dated: 2-5-2016 Signed Marilyn Fowler
Marilyn Fowler, President

Acknowledged before me this 5 day of FEBRUARY, 2016
by Marilyn Fowler, whose identity is known to me or was proven on the basis of
satisfactory evidence.



Jennifer Balls