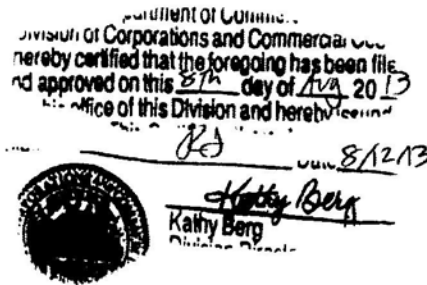


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*Articles of Incorporation of
Foothill/Sunnyside Association, Inc.*

We, the undersigned natural persons over the age of twenty-one (21) years, acting as incorporators of a non-profit corporation under the Utah Revised Nonprofit Corporation Act (the "Act"), adopt the following Articles of Incorporation (the "Articles") for said corporation:

Article 1
Name

The name of this nonprofit corporation shall be: Foothill/Sunnyside Association, Inc. (the "Corporation").

Article 2
Duration

The Corporation shall continue in existence perpetually unless dissolved pursuant to law.

Article 3
Purposes

The Corporation is organized as a nonprofit corporation and shall be operated exclusively for the promotion of social welfare. Within the scope of the foregoing purpose, the specific pursuits and objects of the Corporation shall be to exercise, promote and protect the privileges and interests of owners of the real property located in the area bounded on the north by Sunnyside Avenue (840 South), on the west by 1900 East, on the south by 1300 South and on the east by 2100 East (between Sunnyside Avenue and Foothill Library) and then by Foothill Drive (from Foothill Library to 1300 South), situated in Salt Lake City, Salt Lake County, State of Utah; to promote cooperation among the property owners; to provide recreational facilities for the property owners; and generally to promote the community welfare of said property owners. The Corporation shall not carry on, otherwise than as an insubstantial part of its activities, activities that are not in furtherance of one or more of the aforementioned purposes for which the Corporation is organized.

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Article 4
Members

The Corporation shall have voting members. The qualifications of members of the Corporation, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws of the Corporation (the "Bylaws").

Article 5
Powers

5.1 *Powers in General.* Subject to the purposes declared in Article 3 and any other limitations herein expressed, the Corporation shall have the power to do any and all things that a nonprofit corporation may do under the laws of the State of Utah.

5.2 *Powers Relating to Specific Objects and Purposes.* The Corporation shall have the powers necessary or incidental to the carrying on of its objects and purposes, including but not restricted to discharging the intent and desires of its creators in promoting the community welfare of the property owners located in the area described in Article 3, Salt Lake City, Salt Lake County, State of Utah.

Article 6
Registered Office, Principal Place of Business and Registered Agent

The initial registered office and principal place of business of the Corporation shall be 2028 Laird Drive, Salt Lake City, Utah 84108. Branch places of business of the Corporation may be established and business conducted at other places in the State of Utah or elsewhere as the directors of the Corporation (the "Directors") may from time to time provide. The name of the Corporation's initial registered agent, whose street address is the same as the registered office of the Corporation, is as follows:

<i>Registered Agent</i>	<i>Address</i>
Denise P. Doxey	2028 Laird Drive Salt Lake City, UT 84108

Article 7
Board of Directors

7.1. *Initial Board.* The number of Directors constituting the initial board directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as initial Directors are:

<i>Name</i>	<i>Address</i>
Leeaine Burnett	2022 Princeton Drive Salt Lake City, UT 84108

Denise P. Doxey	2028 Laird Drive Salt Lake City, UT 84108
Mary Ann Hatch	2061 Laird Drive Salt Lake City, UT 84108
Erin Taylor	2015 Laird Drive Salt Lake City, UT 84108
John Whittaker	1948 Michigan Avenue Salt Lake City, UT 84108

7.2. *Elections.* As soon as practicable after the formation of the Corporation an election will be held to nominate and elect the number of Directors as outlined in the Bylaws. The Articles will thus be amended.

Article 8 *Incorporators*

The name and address of the incorporator is:

<i>Name</i>	<i>Address</i>
Denise P. Doxey	2028 Laird Drive Salt Lake City, UT 84108

Article 9 *Limitation on Liability of Members*

The private property of the members of the Corporation and the Directors and officers of the Corporation shall not be liable for the obligations of the Corporation.

Article 10 *Bylaws*

Provisions for the regulation and management of the internal affairs of the Corporation shall be set forth in the Bylaws.

Article 11 *Discrimination and Representation*

The Corporation prohibits discrimination on the basis of race, color, religion, sex, national origin, age or disability of any kind. All qualified members in the Corporation are encouraged to participate in the activities of the Corporation.

Article 12

Amendment of Articles of Incorporation

These Articles may be amended at any time in any manner which is permissible under the laws of the State of Utah; provided, however, that these Articles shall in no event be amended in any manner so as to change the Corporation from a nonprofit corporation to a corporation organized or operated for pecuniary profit; nor shall the Articles be amended so as to make the purposes of the Corporation inconsistent with the purposes as specified in Article 3 herein.


Article 13 Dissolution

The Corporation is one that does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, educational, and/or scientific purposes.

Article 14 Reincorporation

Foothill/Sunnyside Association, Inc. (the "Original Corporation") was originally incorporated 18 March 2005 by the filing of Articles of Incorporation (the "Original Articles") with the Utah Division of Corporations and Commercial Code (the "Utah Division"). The Utah Division dissolved the Original Corporation involuntarily on or about 06 July 2010 for the Original Corporation's failure to file its annual report with the Utah Division. These Articles are being filed with the Utah Division for the Corporation as a new non-profit corporation because the time under the Act for reinstating the Original Corporation has expired. To the fullest extent permitted by law, the Corporation shall be deemed to be a continuation of the Original Corporation. All assets and liabilities of the Original Corporation shall be deemed to be transferred automatically to the Corporation as permitted under Article 13 of the Original Articles.

Dated 7 August 2013.


DENISE P. DOXEY

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