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I hereby certify that the foregoing has been filed

and approved on the 13th Day of July 1990
in the office of this Division

EXAMINER BS Date 11/13/90

RECORDED NOV 13 AM 10:50

ARTICLES OF AMENDMENT

TO ARTICLES OF INCORPORATION

OF SWAIN'S CREEK PINES LOT OWNERS' ASSOCIATION

PETER VAN ALSTINE
DIVISION DIRECTOR



Swain's Creek Pines Lot Owners' Association submits the following
Articles of Amendment to Articles of Incorporation

ARTICLE I

The name of the corporation is Swain's Creek Pines Lot Owners' Association.

ARTICLE II

The amendments duly adopted to the Articles of Incorporation are as follows:

AMENDMENT A

Paragraph 1 (One) of Article III (Three) is amended in its entirety to read as follows:

1. To develop, manage and control the facilities to provide the owners of lots in the hereinafter designated subdivisions with those services desirable and necessary to the health, safety and well-being of such owners and to the enhancement and preservation of the recreational and scenic values essential to the proper enjoyment of such subdivision lots by such owners. Said subdivisions are identified as:

a. Swains Creek Unit No. 1, established by a plat recorded as entry number 13897 on the 10 day of August, 1966, at Book S, page 11, and subject to a Declaration of Establishment of Protective Conditions, Covenants, Reservations and Restrictions recorded at Book 053, pages 334-340 on October 28, 1976, as entry number 29387.

b. Swains Creek Pines Unit No. 1 established by an amended plat recorded as entry number 16619 on November 25, 1969, at book S, page 25-A, subject to a Declaration of Establishment of Protective Conditions, Covenants, Reservations and Restrictions

LOT OWNERS ASSOCIATION
P.O. BOX 1164
Duck Creek Village, UT 84762

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recorded as entry number 16357 on August 4, 1969, at book 025, pages 157-160, and to individual consents to be bound by the Declaration of Establishment of Protective Conditions, Covenants, Reservations and Restrictions of Swains Creek Unit No. 1, which consents may be recorded from time to time.

c. Swains Creek Pines Unit No. 2, established by a plat recorded as entry number 21600 on February 13, 1973, at Book S, page 64, and subject to a Declaration of Establishment of Protective Conditions, Covenants, Reservations and Restrictions recorded as entry no. 24380 on June 12, 1974, at Book 042, pages 244-250.

d. Swains Creek Pines Unit No. 3, established by a plat recorded as entry number 30373 on March 15, 1977, at Book S, page 81, with a Declaration of Establishment of Protective Conditions, Conditions, Reservations and Restrictions recorded as entry number 30688 on May 17, 1977, at Book 055, pages 809-815, records of Kane County.

e. Swains Creek Pines # 4, established by a plat recorded as entry number 65912, on September 11, 1989, at Book S, page 121, records of Kane County. No covenants were recorded with this plat, but the lot(s) of a prospective member may be subjected to the Declaration of Establishment of Protective Conditions, Covenants, Reservations and Restrictions of Swains Creek Unit No. 1, by consent of the owner, which consents may be recorded from time to time.

f. Harris Spring Ranches, established by a plat recorded as entry number 32343, on October 16, 1978, at Book S, page 85, records of Kane County. No covenants were recorded with this plat, but the lot(s) of a prospective member may be subjected to the Declaration of Establishment of Protective Conditions, Covenants, Reservations and Restrictions of Swains Creek Unit No. 1, by consent of the owner, which consents may be recorded from time to time.

g. Other subdivisions in the area of the subdivisions described above, but only if the lot(s) of a prospective member are made subject to the Declaration of Establishment of Protective Conditions, Covenants, Reservations and Restrictions of Swains Creek Unit No. 1, by consent of the owner, which consents may be recorded from time to time.

Membership of a person whose lot is not subject to the covenants requiring membership in the Association is subject to the acceptance of consent of the owner (referred to above) by Swains Creek Pines Lot Owners Association.

AMENDMENT B

The last two sentences in Article IV (Four) are hereby deleted. The sentences deleted read as follows:

Anything to the contrary herein contained notwithstanding, owners of lots in Swain's Creek Pines-Unit No. 1 are not now and shall not automatically become members of this corporation. However, it is intended that all of such owners shall be invited to voluntarily become members of this corporation.

AMENDMENT C

Article V (Five) is amended in its entirety to read as follows:

The governing board of the corporation shall consist of 9 (Nine) trustees who shall be elected at large from among the members of the subdivisions identified in Article IV (Four). Elected members must be in good standing in the Association and current on all assessments on lots in which they have an interest. The trustees shall elect among themselves a chairman, a vice-chairman, a secretary and a treasurer.

In even numbered years four trustees shall be elected to serve from January 1 following the member's meeting. In odd numbered years five trustees shall be elected to serve from January 1 following the member's meeting. Notwithstanding this paragraph, the trustees in office at the time of adoption of this amendment shall remain in office until the expiration of their terms.

Trustees shall serve for two year terms, or until their successors are elected and qualified. No person shall serve more than two consecutive terms as a Trustee.

AMENDMENT D

Article VII (Seven) is amended to read as follows:

The corporation shall hold an annual meeting of the members, and may hold other membership meetings, at such time and place as the governing board shall determine. Meetings of members shall be called by the governing board to consider corporation matters upon the petition of at least fifteen percent (15%) of the outstanding voting memberships of the corporation.

ARTICLE III

On the 2nd day of September, 1990 a meeting of the members was held at which a quorum was present. At that time, this amendment was adopted by at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

ARTICLE IV

The corporation has 595 voting members, all of which are entitled to vote on the Articles of Amendment. All shares are of one class.

ARTICLE V

218 voting members voted for the Amendment.
34 voting members voted against it.

DATED this 26TH day of September, 1990.

SWAIN'S CREEK PINES LOT OWNERS' ASSOCIATION

By: Billy D. Loman
Chairman

STATE OF UTAH)
)
COUNTY OF KANE)

Billy D. Loman, being first duly sworn, deposes and says that he is the President of Swain's Creek Pines Lot Owners' Association, a Utah corporation; that he has read the foregoing Articles of Amendment to Articles of Incorporation and knows the contents thereof; that the statements contained therein are true to the best of his knowledge.

DATED this 19th day of October 1990.

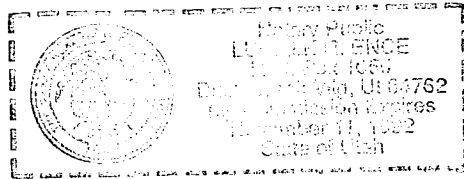
Bill D Loman

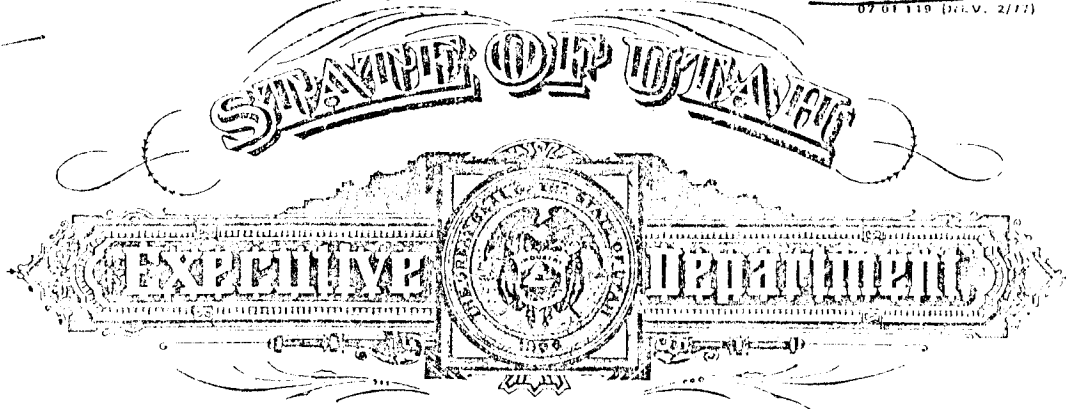
SUBSCRIBED AND SWORN to before me this 19th day of
October, 1990.

Lucille R. Ence
NOTARY PUBLIC
Residing at: Duck Creek Village
Utah 84762

My Commission Expires:
11/11/92

584101/DNj

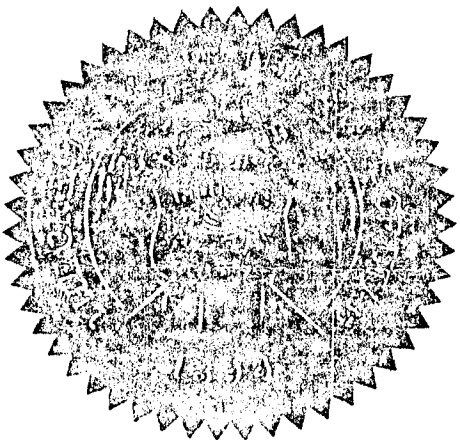




Office of Lt. Governor/Secretary of State

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of SWAIN'S CREEK PINES LOT OWNERS' ASSOCIATION

AS APPEARS OF RECORD IN MY OFFICE.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah at Salt Lake City, this 30th day of August A.D. 1977.

DAVID S. MONSON
LT. GOVERNOR/SECRETARY OF STATE

James R. Foley
AUTHORIZED PERSON

FILED in the office of the Secretary of State, of the State of Utah, on the 17 day of July, 1974 A.D. 1974
Secretary of State
Filing Clerk

ARTICLES OF INCORPORATION
OF
CLYDE L. MILLER SWAIN'S CREEK PINES LOT OWNERS' ASSOCIATION
(A Nonprofit Corporation)

We, the undersigned, being natural persons over twenty-one years of age and residents of the State of Utah and acting as incorporators for creating a nonprofit corporation under the laws of the State of Utah, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be and is SWAIN'S CREEK PINES LOT OWNERS' ASSOCIATION.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws and statutes of the State of Utah.

ARTICLE III

The purposes for which said nonprofit corporation is organized are as follows:

1. To develop, manage and control the facilities to provide the owners of lots in the hereinafter designated subdivisions with those services desirable and necessary to the health and well being of such owners and to the enhancement and preservation of the recreational and scenic values essential to a proper enjoyment of such subdivision lots by such owners; said subdivisions being identified and designated as (a) Swain's Creek Pines-Unit No. 1 and Swain's Creek Pines-Unit No. 2, each being Utah subdivisions presently platted and of record in the County of Kane, State of Utah (b) a future subdivision, comprised of land adjacent to said two subdivisions, to be known and designated as Swain's Creek Pines-Unit No. 3 and (c) any other subdivisions, adjacent to said subdivisions, acquired and/or subdivided by J. B. Investment Company, a Utah corporation, for the use and benefit of the owners of lots within said subdivision areas.
2. To acquire, own, manage and control culinary water facilities and the distribution of water to owners of lots within such subdivisions.
3. To acquire, own, manage and control the facilities necessary to provide garbage collection, fire protection, airport and other like services to the owners of lots within such subdivisions and to perform all acts necessary to provide such services.
4. To negotiate for, promote, manage and control recreational facilities for the use and benefit of such lot owners.
5. To make assessments to pay for services provided to lot owners, real and personal property taxes, insurance and other reasonable expenses incurred by the corporation.
6. To obtain, through negotiation and agreement, access to property, in the area of such subdivisions, for the recreational use of the members of the corporation and to grant grazing rights and other rights (not inconsistent with the enjoyment and use for its members) of property owned by it in exchange for the use by its members of other and adjoining property for the recreational pursuit of its members.
7. To take such reasonable measures as may preserve the natural state of the common areas of said subdivisions and to reduce and eliminate fire hazards.

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MAY 31 1974

8. To adopt and enforce reasonable rules and regulations governing the use of said subdivision lots and any other properties and facilities under its jurisdiction.

9. The foregoing objects and powers are in addition to any other and further powers authorized by the Utah Nonprofit Corporation Act.

ARTICLE IV

Membership in this corporation shall consist of the owners of lots in the hereinbefore referred to subdivisions. One voting membership shall be issued for each lot within said subdivisions regardless of the number of persons or parties having a legal or equitable interest in said subdivision lots. Membership in said corporation shall be appurtenant to the lots for which they are issued and shall be automatically transferred when the legal or equitable ownership to the lots are transferred. In cases where more than one person or party owns a lot within said subdivisions and less than all of the owners thereof are present at any annual or special meeting, the owner or owners present at any such meeting shall be entitled to cast the one vote appurtenant to such lot. "Owners," as used herein, is defined to be those individuals, corporations or other legal entities listed on the records of the County Recorder of Kane County, Utah as owning the legal title to a lot in any subdivision in such area and any individual, corporation or other legal entity receiving a Deed to or Contracting to purchase any lot in any subdivision in such area, whether or not such Deed or Contract of purchase has been duly and regularly recorded on the records of said county recorder. Anything to the contrary herein contained notwithstanding, owners of lots in Swain's Creek Pines-Unit No. 1 are not now and shall not automatically become members of this corporation. However, it is intended that all of such owners shall be invited to voluntarily become members of this corporation.

ARTICLE V

The governing board of said corporation shall initially consist of three trustees. One of the trustees shall be designated as chairman, one as vice-chairman and one as secretary and treasurer. The initial Board of Trustees shall serve until the first annual meeting of the corporation and until their successors are duly elected and qualified. At the first election of trustees, two trustees shall be elected for a term of one year, (one to be designated as vice-chairman and one to be designated as secretary and treasurer), and one trustee shall be elected for a term of two years, (to be designated as chairman), and until their successors have been duly elected and qualified. Thereafter, the trustees elected by the membership, to fill expiring terms, shall serve for a period of two years and until their successors have been duly elected and qualified.

The governing board shall include at least one trustee from each platted and recorded subdivision unit within the area, but each trustee shall be elected by a majority of all of the voting members in attendance at any annual or special membership meeting held for such purpose; provided, however, that this provision shall not be operative as to Swain's Creek Pines-Unit No. 1, unless and until the owners of all lots in said subdivision voluntarily consent to become members of this corporation.

ARTICLE VI

Assessments shall be levied by the corporation upon the lot owners for corporate purposes. In the event any such assessment is not paid, the same shall become a lien upon the real property of such lot owners in the subdivisions or development. The lien of a mortgage or deed of trust placed upon any lot for the purpose of permanent financing of a residence or other improvement thereon shall be superior to any such lien as provided for herein.

ARTICLE VII

The corporation shall hold an annual meeting of the members on May 1st of each year or, if such day be a Sunday or legal holiday, on the first day thereafter that is not a Sunday or a legal holiday. Other membership meetings may be held at such time and place as the governing board shall determine. Meetings of members shall be called by the governing board to consider corporation matters upon the petition of at least fifteen percent (15%) of the outstanding voting memberships of said corporation.

ARTICLE VIII

The initial governing board shall consist of:

NAME
Keith Christensen
L. Ferrel Christensen
Barbara Christensen

OFFICE
Trustee-Chairman
Trustee-Vice-Chairman
Trustee-Secretary/Treasurer

ARTICLE IX

The initial principal office of the corporation is 372 West Main, Delta, Utah 84624. The Registered Agent at such address is Thorpe Waddingham,

ARTICLE X

The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Keith Christensen	826 South 600 West #27 Provo, UT 84601
L. Derral Christensen	372 West Main Delta, UT 84624
Barbara Christensen	372 West Main Delta, UT 84624

IN WITNESS WHEREOF, we, the incorporators hereinbefore named, have herunto set our hands this 24th day of May, A.D., 1974.

Keith Christensen
Keith Christensen

L. Derral Christensen
L. Derral Christensen

Barbara Christensen
Barbara Christensen

STATE OF UTAH)
): ss:
COUNTY OF MILLARD)

KEITH CHRISTENSEN, L. DERRAL CHRISTENSEN and BARBARA CHRISTENSEN, being first duly and severally sworn on oath, depose and say: That they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

Keith Christensen
Keith Christensen

L. Derral Christensen
L. Derral Christensen

Barbara Christensen
Barbara Christensen

Subscribed and sworn to before me this 24th day of May, A.D., 1974.

Thorpe B. Waddingham
Notary Public
Residing at Delta, Utah

My Commission Expires:
9/9/77