

**ARTICLES OF AMENDMENT AND RESTATEMENT IN TOTAL TO THE
ARTICLES OF INCORPORATION OF
MANOR LANDS PROPERTY OWNERS ASSOCIATION
A NONPROFIT CORPORATION**

Pursuant to the provisions of the Utah Nonprofit Corporation and Cooperative Association Act (“Act”), the undersigned being the President and the Secretary of Manor Lands Property Owners Association do hereby amend in total and restate the Articles of Incorporation as follows:

**ARTICLE I
PURPOSE**

The nonprofit Corporation is organized to protect, preserve, and improve the Property (as defined in the Bylaws) in Wilderness Acres Subdivisions in Summit County, State of Utah for the beneficial use of the Owners, and to preserve the wilderness beauty and grandeur of the area. Specifically, the Corporation is organized to obtain adequate security and fire protection for the Property and have an architectural control committee to insure the enforcement of the declarations, Bylaws and for the protection of the Owners, to work on improvements and maintenance of roads, and for traffic control.

**ARTICLE II
NAME**

The name of the nonprofit Corporation is “**Manor Lands Property Owners Association**” (the “Corporation”).

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address and the current registered office is: c/o Kathy Jenson, 180 West 5500 South, Ogden Utah 84405.

The name and address of the Corporation’s registered agent is: L. S. McCullough, II, 10 East South Temple #900, Salt Lake City, Utah 84133.

I hereby accept appointment as registered agent for **Manor Lands Property Owners Association**.

L. S. McCullough, II
Registered Agent

ARTICLE IV
INCORPORATOR

The initial incorporator of this Corporation was Richard Bird, of 4010 Van Buren. Ogden, Utah 84403.

ARTICLE V
MEMBERS

This is a non profit corporation and will have voting Members. The Members of this Corporation shall be those persons or entities who own Property as defined in the Bylaws in Wilderness Acres Subdivisions. These Members shall also be deemed to be Owners. The terms "Property, Lot, Owner and Member" are defined in the Bylaws.

ARTICLE VI
SHARES

The Corporation will not issue shares of stocks evidencing membership.

ARTICLE VII
BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three (3) and not more than nine (9) Members of whom a majority shall form a quorum for conducting business of the Corporation; said directors to be elected and hold office as set forth in the Bylaws adopted by the Corporation which Bylaws and amendments to the Bylaws shall be approved by a two-thirds (2/3rd) vote of the Members who are in attendance at any meeting held for the purpose of adopting or amending the Bylaws.

ARTICLE VIII
MEETINGS AND NOTICES

All meetings of the Directors and Members of the Corporation shall be preceded by not less than ten (10) days written notice to the Members. Said notices shall contain the time, place and purpose or purposes of said meeting. Notice of the time, place and purpose or purposes of any meeting of the Members or the Board of Directors may be waived in writing either before or after such meeting is held.

ARTICLE IX
POWER OF THE MEMBERS AND THE BOARD

The Members of the Corporation shall have the power to make and alter the Bylaws including the fixing and altering the number of directors, provided they do so in any regularly scheduled meeting of the Members and do so by a vote of two-third (2/3rd) of the Members in attendance at the meeting held for the purpose of amending the Bylaws.

The Board of Directors shall have the power to appoint such officers or committees as the board may deem necessary for transaction of corporate business.

ARTICLE X
DUTIES OF THE OFFICERS

The President shall be the chief executive officer of the Corporation. He shall preside over all meetings of the board and of the Members. He shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the board are carried into effect. The president shall be an ex officio member of all standing committees and shall have the general powers and duties of supervision and management assigned to him by the board.

ARTICLE XI
DUES

Dues for Members shall be submitted to the Members of the Corporation by the directors at their annual meeting and said dues shall be approved by a vote of not less than two-thirds (2/3rd) vote of those Members being present at said annual meeting called for the purpose of setting dues. Said dues shall be used to conduct the affairs of the Corporation and all Members shall be responsible for paying their dues. The period for said dues shall be annually or as provided for in the Bylaws.

ARTICLE XII
AMENDMENT TO ARTICLE OF INCORPORATION

The Articles of Incorporation may be amended or altered by a two-thirds (2/3rd) vote of the Members who are in attendance at any meeting called for the purpose of amending the Articles of Incorporation

This Amendment and Restatement in Total to the Articles of Incorporation was adopted on the 25 day of April 2005 in a meeting of the Members of the Corporation called for the purpose of amending these Articles. The number of votes cast in favor of the amendments by the Members was sufficient for approval by the Members and was more than a two-thirds (2/3rd) vote of Members in attendance at the meeting.

IN WITNESS WHEREOF, the President and Secretary of this Corporation hereby sign this Amendment and Restatement in Total to the Articles of Incorporation through authority given them in the meeting of the Members of the Corporation who adopted this Amendment.

President

Secretary

STATE OF UTAH)
 : ss.
COUNTY OF)

Subscribed, sworn to and acknowledged before me by Dale L. Code, President and David D. Andreason, Secretary whose identities are known to me or proven to me on the basis of satisfactory evidence, this 11 day of June 2005.

NOTARY PUBLIC