

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
FAIRWAY HILLS ESTATES HOMEOWNERS ASSOCIATION, INC.
A Non-Profit Corporation**

These Amended and Restated Articles of Incorporation for Fairway Hills Estates Homeowners Association, Inc. (the "Articles") are made and executed this ___ day of January, 2020 by Fairway Hills Estates Homeowners Association, Inc., a Utah Non-Profit Corporation (the "Corporation"), and are governed by the Utah Revised Nonprofit Corporation Act Utah Code Annotated 16-6a-101 et seq. (the "Act"). These Articles amend, restate and will supersede the original articles of incorporation dated December 10, 1991 filed with the Utah Department of Commerce, Division of Corporations and Commercial (the "Division") following approval by sixty-six percent (66%) of the Members at a duly called Annual Meeting on December 5, 2019 as required by paragraph 14 of the preceding and now superseded Articles.

**ARTICLE I.
NAME**

The name of the Corporation is Fairway Hills Estates Homeowners Association, Inc.

**ARTICLE II.
DURATION**

The duration of the Corporation shall be perpetual, unless dissolved by the action of the members of the Corporation or by operation of law.

**ARTICLE III.
PURPOSE**

The purposes of the Corporation are to function as the homeowners association for the Fairway Hills Estates Subdivision in Park City, Summit County, Utah (the "Subdivision"), and to enforce the Declaration of Covenants, Conditions and Restrictions (the "Declaration") on the lots within the Subdivision as set forth in the Declaration, and to provide the other services, and perform all of the other functions set forth in the Declaration and as may become desirable or necessary for the benefit of the members, specifically including but not limited to maintaining, repairing and restoring the Reserved Open Space; collecting and disbursing the assessments and charges provided for in the Declaration; collecting, maintaining and disbursing any reserve funds. The Corporation shall have all powers, rights and privileges available to non-profit corporations under the laws of the State of Utah.

**ARTICLE IV.
MEMBERSHIP**

1. Membership. The Members of the Corporation shall be the Owners of Lots in the Subdivision. Membership shall be deemed an appurtenance to the Lot and shall pass automatically to the Owner of that Lot upon the conveyance of title and as otherwise provided in the Declaration and the Bylaws. Membership is further defined in the Bylaws.
2. Evidence of Membership. The Corporation shall not have stock or issue shares.
3. Voting Rights. In the manner set forth in the Bylaws, each Lot is entitled to one vote on all matters presented to the Members for approval. In the election of Trustees, cumulative voting shall be permitted.

**ARTICLE V.
REGISTERED AGENT AND PRINCIPAL OFFICE**

1. Registered Agent. The Corporation's registered agent may be a trustee, officer, property manager, accountant or legal counsel or other commercial or non-commercial agent of the Corporation and shall be confirmed annually in the Corporation's annual report to the Division. If the registered agent has resigned, the agent's authority has been terminated, or the agent cannot be found or served with the exercise of reasonable diligence, the Corporation may be served with process at the Corporation's Principal Office in accordance with the provisions herein and of the Model Registered Agent Act, Utah Code Annotated Section 16-17-301, et seq., as amended.
2. Principal Place of Business. The principal place of business of the Corporation, shall be the address on associated with the Registered Agent on file with the Division.

**ARTICLE VI.
BYLAWS**

The Bylaws have been adopted by the Members and may be adopted, amended or repealed by the votes of the Members as provided in the Bylaws.

**ARTICLE VII.
BOARD OF TRUSTEES**

The Corporation shall be governed by a Board of Trustees consisting of five (5) Members. The Bylaws of the Corporation shall govern the eligibility requirements for Board members and election procedures.

**ARTICLE VIII.
ANNUAL MEETING**

The annual meeting of Members will be held on the first Thursday of December each year or at such other day as the Board may from time to time change by resolution in accordance with the Bylaws.

**ARTICLE IX.
LIMITATION OF LIABILITY**

The Officers, Trustees, and Members of the Corporation shall not be held personally liable for the debts and obligations of the Corporation and shall have the benefit of the indemnities as provided in the Bylaws and to the fullest extent under the Act.

**ARTICLE X.
AMENDMENT**

These Articles may be amended from time to time by the vote of a majority of the Members of the Association who are present in person or by proxy at any Annual Meeting of the Association or at a special meeting of the Association called for that purpose, provided a quorum of the Members of at least fifty-one percent (51%) as described in the Bylaws is present at such meeting and as permitted by law.

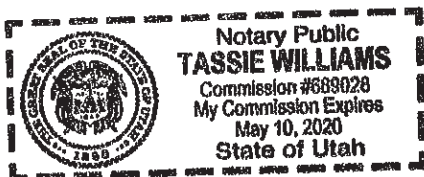
IN WITNESS WHEREOF, the undersigned has executed and verified these Amended and Restated Articles of Incorporation on the above-referenced Effective Date.

FAIRWAY HILLS ESTATES HOMEOWNERS
ASSOCIATION, INC.

By: *Patter Birsic*
Patter Birsic
Its: President

STATE OF UTAH)
 : ss.
COUNTY OF SUMMIT)

On the 13th day of January, 2020, personally appeared Patter Birsic, proved on the basis of satisfactory evidence to be the person whose name is subscribed to this instrument, and who did say that she is the President of the Fairway Hills Estates Homeowners Association, Inc., and that the foregoing instrument was signed on behalf of said Corporation by authority of its Bylaws and acknowledged to me that said she executed the same.



Tassie Williams
NOTARY PUBLIC