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STATE TAX COMMISSION

MAY 05 2005

OPERATED BY ST. GEORGE

ARTICLES OF INCORPORATION
OF
SHADOW CANYONS
HOMEOWNERS ASSOCIATION OF IVINS, INC.

I, the undersigned, for the purpose of forming a corporation pursuant to the Utah Revised Nonprofit Corporation Act, Utah Code Annotated, 16-6a-101 et seq., in the capacity of an incorporator, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is SHADOW CANYONS HOMEOWNERS ASSOCIATION OF IVINS, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II

DURATION

The existence of the corporation shall be perpetual.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the corporation is located at 2238 South 1950 East, St. George, Utah 84790, and the initial registered agent shall be Raymond C. DeWitt. The principal office may be changed from time to time by the Board of Directors without having to amend these Articles.



Raymond C. DeWitt
Registered Agent

- (h) Purchase insurance upon the Common Area and insurance for the protection of the Association and its members.
- (i) Reconstruct improvements after casualty loss and the further improvements of the property.
- (j) Make and amend reasonable rules and regulations respecting the use of the Common Area.
- (k) Enforce by legal means the provisions of the Declaration, these Articles, the By-laws of the Association, and all rules and regulations for the use of the Common Area.
- (l) Contract for management of the Common Area and delegate to such manager all powers and duties of the Association except such as are specifically required by the Declaration to be approved by the Board of Directors or the membership of the Association.
- (m) Employ personnel to perform the services required for proper operation of the Common Area.
- (n) Make and perform any contracts and do any acts and things and exercise any powers suitable, convenient, proper, or incidental for the accomplishment of any objects enumerated herein.
- (o) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Utah Revised Nonprofit Corporation Act of the State of Utah by law may now and hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot

or any person or entity who is a contract purchaser of any Lot which is subject to the Declaration and to the assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot that is subject to assessment by the Association. Membership in the Association shall automatically terminate upon transfer of title by the owner to another person or entity.

ARTICLE VI VOTING RIGHTS

The Association shall have two classes of voting membership:

(a) Class A. Class A members shall be all owners, with the exception of the Declarant under the Declaration, and shall be entitled to one vote for each Lot owned.

When more than one person owns an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

(b) Class B. The Class B member(s) shall be the Declarant under the Declaration, including any supplements or amendments thereto, and shall be entitled to five (5) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

1. When Eighty percent (80%) of Lots owned in the project by Declarant are sold; or
2. On December 31, 2014.

(c) Other Voting Rights. All other voting procedures to which the Members are

subject are set forth in the Declaration.

ARTICLE VII
BOARD OF DIRECTORS

A board of three (3) directors that need not be members of the Association shall initially manage the affairs of the Association. Declarant under the Declaration, including any supplements or amendments thereto, reserves the right to appoint some or all of the directors and to exercise all powers and responsibilities associated with the Board of Directors until December 31, 2014. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Directors	(address of director)
Raymond C. DeWitt	2238 South 1950 East St. George, UT 84790
Gary N. Nelson	1031 Eastland Drive, Suite 3-B Twin Falls, ID 83301
Loetta Richter	1060 South Main Street, Suite 200 St. George, UT 84770

ARTICLE VIII
URNCA AND BYLAWS

The affairs of the corporation shall be conducted in accordance with the Utah Revised Nonprofit Corporation Act and Bylaws adopted and amended from time to time by its Board of Directors.

ARTICLE IX
INDEMNIFICATION

Every Director, committee member, and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney fees, reasonably

incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director, committee member or officer of the Association, whether or not he is a Director, committee member, or officer at the time such expenses are incurred, except when the Director, committee member, or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, committee member, or officer may be entitled.

ARTICLE X DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE XI AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

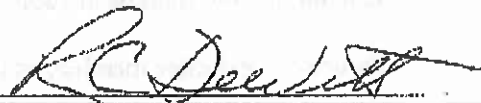
ARTICLE XII
INCORPORATOR

The name and address of the incorporator is:

Raymond C. DeWitt

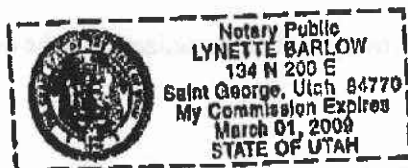
2238 South 1950 East
St. George, UT 84790

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Utah, I, the undersigned, constituting the incorporator of this Association, being over the age of 21 years and being a residents of the States of Utah and Idaho, respectively, have executed these Articles of Incorporation this 5th day of May, 2005.


Raymond C. DeWitt, Incorporator

STATE OF UTAH)
 : ss.
County of Washington.)

On the 5th day of May, 2005, before me personally appeared RAYMOND C. DEWITT, whose identity is personally known to or proved to me on the basis of satisfactory evidence, to be the signer of the foregoing Articles of Incorporation and that he acknowledged that he executed the same.




Notary Public