

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HIDDEN LAKE ASSOCIATION**

(A Nonprofit Corporation)

As of the 6th Day of May, 2013

ARTICLE I

NAME

The name of this Corporation is HIDDEN LAKE ASSOCIATION.

ARTICLE II

PURPOSES AND POWERS

PURPOSES: The purpose for which the corporation is organized and for which it will operate is to engage in any lawful act for which a nonprofit corporation may be organized under the laws of the State of Utah.

Without limiting the generality of the foregoing, the purposes of the corporation shall include:

1. To provide for the ownership, management and representation of the common interests of its members in the Hidden Lake development (herein referred to as the 'Development'), such Development located approximately seven miles east of the town of Oakley in the State of Utah, for the purpose of
 - a. Improvement and maintenance of the water rights of the corporation and the water system serving the members;
 - b. Improvement and maintenance of common streets and roads to and through the Development;
 - c. Assisting the members in the improvement of common areas in the Development and the beautification of such common areas;
 - d. Representing interests, common to the corporation and its members, before county or state governmental agencies, concerning such common matters, including such matters as property taxes, zoning, water rights, road development, snow removal, fire protection, etc;
 - e. Developing, constructing or obtaining the construction of any other common or community project or facility for the use and benefit of the members and their guests.

POWERS: The corporation shall have, subject to any limitations as set out herein, all the general and emergency powers of a nonprofit corporation as set out in the Utah Revised Nonprofit Corporation Act, as amended from time to time (herein referred to as the 'Code').

LIMITATIONS ON POWERS: The corporation may sell, transfer, mortgage or otherwise encumber any of its real or personal property only with the consent and approval of not less than a three-fourths (3/4) majority vote of all of the Directors. Upon such approval, said property may be sold or transferred, or may be encumbered or mortgaged for an amount not to exceed twenty five percent (25%) of the estimated fair market value of such property to be mortgaged or encumbered.

ARTICLE III

DIVIDENDS AND STOCK

No dividends shall be declared or paid by the corporation and the corporation shall have no authority to issue capital stock. The corporation shall be entitled to issue memberships in the corporation in accordance with these Articles and the Bylaws of the corporation.

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

The registered office and designated office of the Corporation shall be at 4031 Weber Canyon Road, P.O. Box 90, Oakley, Utah 84055, but an office may also be established in Summit County, State of Utah, or at any other place so designated by the Board of Directors from time to time.

Dean Carr, whose address is 4031 Weber Canyon Road, P.O. Box 90, Oakley, Utah 84055, shall be the registered agent of the corporation.

ARTICLE V

DURATION

The Corporation shall have perpetual existence.

ARTICLE VI

MEMBERS

QUALIFICATION OF MEMBERS: No person shall be entitled to apply to become or shall actually become a General Member or Water Member of the corporation without first owning property in the Development. A person who owns legal title to or is purchasing under contract at least one lot in the Development shall qualify to apply for membership in the corporation. A person owning contiguous property to the Development may apply for Associate Membership. All applications for membership shall comply with the requirements as set out in these Articles and the Bylaws of the corporation. Each person prior to becoming a member of the corporation must pay any fees which have been or may be fixed by the Board of Directors.

CLASSES OF MEMBERSHIP: Membership in the corporation shall be divided into three classes of membership, such classes consisting of General Members, Water Members and Associate Members. Each class of membership shall have such rights and obligations associated with their respective memberships as are set out in the Articles and Bylaws of the corporation.

GENERAL MEMBERSHIP: The Corporation shall be entitled to issue one General Membership for each lot in the Development. Any one member shall be entitled to hold one General Membership for each lot owned by such member, but any member who owns more than one lot shall not be required to hold multiple General Memberships. Any member who acquires or holds a General Membership shall be a General Member.

A General Member shall be entitled, at the annual meeting of members or at any special meeting of the members or at any other time as set out in the Bylaws, on any matter within the province and powers of a

General Member or on such other matters as set out in the Bylaws, to one vote for each lot in the Development owned by such General Member, regardless of the number of General Memberships owned by such member.

No General Member shall be required to purchase, acquire or hold a Water Membership or to become a Water Member.

The Board of Directors shall be entitled to set out in the Bylaws of the corporation any additional rights or obligations accruing to a General Member, together with any matters regulating the affairs of the General Members, and all such General Members shall be subject to such Bylaws.

No General Member shall be entitled to transfer their membership in the corporation. If any General Member of the corporation ceases to own a lot in the Development, such General Membership shall be immediately revoked and such person shall no longer be a General Member of the corporation or be entitled to exercise any rights of a General Member. In the event such person, at the time of revocation of the General Membership, owes the corporation any amount of fees, fines or any other assessments or charges, the rights of the corporation to recover such amounts from the former General Member shall survive such termination of membership and the corporation shall also be entitled to require any new or prospective General Member who applies for or obtains membership in the corporation in connection with the same lot in the Development to pay such amounts as may be outstanding from the former General Member, together with any other fees as may be fixed by the Board of Directors, prior to becoming a General Member of the corporation or obtaining the status of member of the corporation.

WATER MEMBERSHIP: The Corporation shall be entitled to issue Water Memberships. Only General Members may apply for a Water Membership. No person shall become a Water Member or own a Water Membership unless they are also a General Member. The Board of Directors shall be entitled to limit from time to time, in their absolute discretion, the number of Water Memberships issued by the corporation. The Board of Directors is not required to create a sufficient number of Water Memberships such that there is one Water Membership available for each General Member.

Each Water Membership owned or held by a Water Member entitles the Water Member to one hook up to the culinary water system of the corporation, such water hook up to be connected to one and only one dwelling house in the Development.

A Water Member shall be entitled, at the annual meeting of members or at any special meeting of the members or at any other time as set out in the Bylaws, on any matter within the province and powers of a Water Member or on such other matters as set out in the Bylaws, to one vote for each Water Membership owned by such Water Member.

The Board of Directors shall be entitled to set out in the Bylaws of the corporation any additional rights or obligations accruing to a Water Member, together with any matters regulating the affairs of the Water Members, and all such Water Members and Water Memberships shall be subject to such Bylaws.

The owner of a Water Membership shall be entitled to sell or otherwise transfer such Water Membership only to a person who is a General Member of the corporation. Any other attempted transfer of such Water Membership shall be void and shall entitle the corporation to cancel such Water Membership without any compensation to the former Water Member so attempting to transfer the Water Membership. If any Water Member of the corporation ceases to own a lot in the Development or ceases to be a General Member, such Water Membership shall be immediately revoked and such person shall no longer be a Water Member of the corporation or be entitled to exercise any rights of a Water Member. In the event such person, at the time of revocation of the Water Membership, owes the corporation any amount of fees, fines or any other assessments or charges, the rights of the corporation to recover such amounts from the former Water Member shall survive such termination of membership and the corporation shall also be entitled to require any new Water Member who obtains membership in the corporation in connection with the same lot in the Development to pay such amounts as may be outstanding from the

former Water Member, together with any other fees as may be fixed by the Board of Directors, prior to becoming a Water Member of the corporation.

ASSOCIATE MEMBERSHIP: The Corporation shall be entitled to issue one Associate Membership for each property contiguous to the Development. Any member who acquires or holds an Associate Membership shall be an Associate Member.

An Associate Member shall not be entitled, at the annual meeting of members or at any special meeting of the members or at any other time as set out in the Bylaws, on any matter within the province and powers of a Associate Member or on such other matters as set out in the Bylaws, to vote or hold a position on the Board of Directors. An Associate Member may serve on a committee as so appointed by the Board of Directors.

An Associate Member is entitled to attend all functions, events, meetings and speak on matters concerning that member or the Corporation. An Associate Member is entitled to utilize all Corporation facilities, properties and roadways.

No Associate Member shall be allowed to purchase, acquire or hold a Water Membership or to become a Water Member.

The Board of Directors shall be entitled to set out in the Bylaws of the corporation any additional rights or obligations accruing to an Associate Member, together with any matters regulating the affairs of the Associate Members, and all such Associate Members shall be subject to such Bylaws.

No Associate Member shall be entitled to transfer their membership in the corporation. If any Associate Member of the corporation ceases to own a contiguous property to the Development, such Associate Membership shall be immediately revoked and such person shall no longer be an Associate Member of the corporation or be entitled to exercise any rights of an Associate Member. In the event such person, at the time of revocation of the Associate Membership, owes the corporation any amount of fees, fines or any other assessments or charges, the rights of the corporation to recover such amounts from the former Associate Member shall survive such termination of membership and the corporation shall also be entitled to require any new or prospective Associate Member who applies for or obtains membership in the corporation in connection with the contiguous property to the Development to pay such amounts as may be outstanding from the former Associate Member, together with any other fees as may be fixed by the Board of Directors, prior to becoming an Associate Member of the corporation or obtaining the status of member of the corporation.

ASSESSMENT OF FEES: The Board of Directors shall meet at least annually and determine any annual membership fees to be paid by each member. Annual membership fees assessed by the Board of Directors shall be based upon a budget to be prepared by the Board of Directors and shall be submitted to the members of the corporation at the annual meeting of the members. Annual membership fees shall be paid as specified in the Bylaws.

In addition to the assessment of annual membership fees, the Board of Directors shall, in their absolute discretion, be entitled from time to time to make any assessments of fees, charges or assessments for any class of memberships to cover any costs of the corporation or to provide for reserves for costs or anticipated costs of the corporation. Without limiting the generality of the foregoing or limiting the capacity of the Board of Directors to assess membership fees, any fee, charge or assessment may be based upon the number of lots owned by the particular member in the Development or upon the number of Water Memberships owned by such member.

DELINQUENCY AND FORFEITURE: In the event any member fails to pay annual membership fees, or any other fees, charges or assessments fixed or assessed by the Board of Directors, the Board of Directors, in accordance with the procedure set forth in the Bylaws, may declare such membership delinquent and may forfeit the rights of a member and cancel such membership in the corporation.

MEMBERSHIP CERTIFICATES: The Corporation shall not be required to issue a membership certificate to any member, either on an annual or permanent basis, to evidence the existence of membership in the corporation.

REGISTER OF MEMBERS: The Secretary shall keep a register of General Members, Water Members and Associate Members setting out such information as may be required in the Bylaws of the corporation.

ARTICLE VII

BOARD OF DIRECTORS

NUMBER OF DIRECTORS: The Corporation shall have a Board of Directors which shall consist of not less than five (5) or more than eleven (11) members as the Board of Directors may from time to time determine.

QUALIFICATION: In order to qualify as a director, a person must also be a General Member or Water Member of the Corporation, or in the event that such member is an entity, such person must be the legal representative of such entity. An Associate Member cannot qualify as a director.

TERM: Each member of the Board of Directors shall serve for a term of not more than three years or until their successors are duly elected and shall qualify. The Board of Directors shall be elected by the members at their annual meeting of members in accordance with the requirements and qualifications as set out in the Articles and Bylaws of the corporation and in the Code.

VACANCIES: All vacancies in the Board of Directors shall be filled by appointment by the Board of Directors and the person thus appointed shall serve until his successor shall be duly elected and shall qualify.

POWERS: Pursuant to Part 8 of the Code, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

QUORUM: Subject only to the limitations on powers as set out in Article II, a majority of the Board of Directors elected or appointed shall form and constitute a quorum and such quorum shall be authorized to transact the business and exercise the corporate powers of the corporation.

AGENTS: The Board of Directors may appoint agents and employees, fix their salaries and duties, and remove them at will.

BYLAWS: The Board of Directors shall have the power to make, alter and repeal Bylaws provided, however, that such Bylaws shall not be in conflict with these Amended and Restated Articles of Incorporation or the Code.

MEETINGS: A general meeting of the Board of Directors shall be held immediately following each annual meeting of members for the purpose of electing officers of the corporation for the ensuing year and dealing with any other matters within the purview of the Board of Directors. Regular meetings of the Board of Directors shall be held at such intervals or at such times and places as the Board of Directors may determine. Special meetings of the Board of Directors may be called from time to time by the President; in his absence by the Vice-President, or by a majority of the Directors.

NOTICE: Other than meetings called pursuant to emergency powers as set out in the Code, notice of all Directors' meetings shall be given to each Director in accordance with the Bylaws. Meetings may be held at the principal place of business of the corporation or at such other place or places as the Board of Directors may determine.

ACTION WITHOUT MEETING: A resolution in writing signed by a majority of the Directors, or in the case of a requirement for a greater number of Directors, signed by such greater number of Directors, and filed with the records of the corporation shall be as valid and binding as if it had been passed at a meeting of the Board of Directors duly called and constituted.

ARTICLE VIII

OFFICERS

After each annual meeting of the members, the Board of Directors shall meet and shall appoint from among the Board of Directors a President and a Vice-President; and shall appoint from among the members or the Board of Directors a Secretary and a Treasurer. The same person may at the same time act as both Secretary and Treasurer.

The Bylaws may provide for the appointment of other officers or committees and shall set out the duties, powers and requirements associated such other officers and committees.

ARTICLE IX

ANNUAL MEETING OF MEMBERS

An annual meeting of the members for the election of Directors and for the purpose of attending to any other business that may lawfully come before the members at such meeting shall be held at such place, either in Summit County or Salt Lake County, as the Board of Directors may determine, on the first Monday in May of each year, or in the event it is impractical to hold such annual meeting on the first Monday in May, the annual meeting shall be held as soon thereafter as is practical.

Special meetings of the members may be called at any time by a majority of the Board of Directors.

Notice of all special and regular meetings of the members shall be given to each member: 1) by depositing a notice giving the time and place of said special meeting in the United States mails, postage prepaid, addressed to the last known address of said members, at least ten (10) days prior to the date set for said meetings; or 2) by giving such notice in accordance with the Bylaws of the corporation.

ARTICLE X

LIABILITY OF MEMBERS

The property of the members shall not be liable for the debts and obligations of the Corporation.

ARTICLE XI

DISSOLUTION

This corporation may be dissolved only in accordance with the laws of the State of Utah then in effect, or by written agreement of all of the members at such time as the corporation has no assets or liabilities.

ARTICLE XII

AMENDMENTS

All Articles of Incorporation or amendments thereto, together with the Bylaws existing as of the date hereof (herein collectively referred to as 'Existing Articles and Bylaws') are revoked effective as of the date that these Amended and Restated Articles of Incorporation are approved by the members of the corporation (herein referred to as the 'Effective Date'). All such Existing Articles and Bylaws shall be replaced by these Amended and Restated Articles of Incorporation, effective as of the Effective Date and the Existing Articles and Bylaws shall have no more effect.

ARTICLE XIII

MEMBERSHIP TRANSITION

The Board of Directors, on the Effective Date, shall cause to be issued to each of those members in good standing as of the day immediately preceding the Effective Date, one General Membership or Associate Membership. All members not in good standing as of the day immediately preceding the Effective Date shall be required to re-apply for membership in the corporation. On the Effective Date, all members' prior memberships shall be cancelled, together with all the rights and obligations associated therewith.

The Board of Directors, on the Effective Date, shall cause to be issued to each of those members obtaining a General Membership as set out in the preceding paragraph, one Water Membership for each water certificate held by such member obtaining a General Membership as set out in the preceding paragraph. Upon the issuance of such Water Memberships, all water certificates held by such member shall be cancelled, together with all the rights and obligations associated therewith.

The Board of Directors shall be entitled to take such additional action as may be necessary to terminate old membership interests, issue General Member, Water Member and Associate Member memberships, give effect to the transition of old membership interests into newly created classes of membership interests, and to provide for the transition of water interests held by members.

ARTICLE XIV

INDEMNIFICATION

The corporation, its receiver or trustee shall indemnify, defend and hold harmless the Directors and Officers of the corporation, and their affiliates, officers, directors, agents and appointees, (each and 'Actor'), to the extent of the corporation's assets, for, from and against all liability, damage, cost, expense, loss, claim, or judgment incurred by the Actor arising out of any claim based upon acts performed or omitted to be performed by the Actor in connection with the business of the corporation, including without limitation, attorney's fees and costs incurred by the Actor in settlement or defense of such claims. Notwithstanding the foregoing, no Actor shall be so indemnified, defended or held harmless for claims based upon acts or omissions which constitute fraud, gross negligence, willful misconduct, or breach of fiduciary duty to the corporation or to the other members. Amounts incurred by an Actor in connection with any action or suit arising out of or in connection with corporation affairs shall be reimbursed by the corporation. No Actor shall be personally liable, responsible and accountable in damages or otherwise to the corporation or to the Members for any act or omission performed or omitted by such Actor in connection with the corporation or its business. Notwithstanding the foregoing, an Actor shall in all instances be liable for acts or omissions which constitute fraud, gross negligence, willful misconduct or breach of fiduciary duty. If an Actor acts or refrains from acting in reliance on the advice of counsel, the Actor shall be deemed conclusively to have had a good faith belief with respect to such action or inaction. An Actor shall not be required, however, to procure the advice of counsel to be entitled to the benefit of this section.