

**AMENDED & RESTATED ARTICLES OF INCORPORATION OF
WHITE BARN COUNTRY CLUB PRUD OWNERS ASSOCIATION,
FORMERLY KNOWN AS WHITE BARN COUNTRY CLUB
CONDOMINIUM OWNERS ASSOCIATION**

We, the undersigned natural persons over the age of eighteen years, acting as the authorized Board of Directors of White Barn Country Club PRUD Owners Association, a non-profit Utah corporation, formerly known as White Barn Country Club Condominium Owners Association, pursuant to the Utah Revised Nonprofit Corporation and Community Association Acts, hereby adopt the following Amended & Restated Articles of Incorporation of White Barn Country Club PRUD Owners Association ("Articles") for White Barn Country Club PRUD Owners Association ("Association").

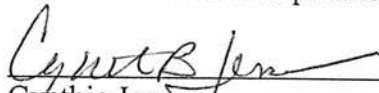
RECITALS:


(A) On or about September 6, 1973, the Articles of Incorporation of White Barn Country Club Condominium Owners Association, a Planned Residential Development, ("Articles") were filed with the Utah Secretary of State.

(B) In order to update and clarify that the Association as a Planned Unit Development and not a Condominium Project, the name of the Association has been modified to be White Barn County Club PRUD Owners Association, as reflected in the Articles of Amendment of White Barn Country Club Condominium Owners Association, a Planned Residential Unit Development recorded on July 10, 1975 as Entry No. 641617 in the Weber County Recorder's Office.

(C) A quorum being present, a majority of that quorum provided their written consent to the filing of these Articles.

Cynthia Jensen and Chase Rogers, of the Board, hereby certify and swear that the above described approval was obtained ~~accepting and~~ approving the filing of these Articles of Incorporation.


Cynthia Jensen
Board Member


Chase Rogers
Board Members

ARTICLE I - NAME

1.1 The name of the nonprofit corporation shall be White Barn Country Club PRUD Owners Association (hereinafter "the Association").

1.2 The principal place of business for the Association is located at 23 White Barn Drive, Pleasant View, Utah, 84414.

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ARTICLE II - DURATION

- 2.1 The duration of the Association shall be perpetual unless earlier dissolved pursuant to law.

ARTICLE III - POWERS AND PURPOSES

- 3.1 Purpose. The Association is organized and shall be operated as a nonprofit corporation for the purpose of enforcing the terms and conditions of the Articles, the Bylaws, and Declaration, as they may be amended, and otherwise administering any Common Areas and generally providing for and promoting the recreation, health, safety, and welfare of members of the Association.
- 3.2 Powers. The Association shall have all of the powers conferred upon it by the Articles, Bylaws and Declaration, and all powers allowed by law necessary or convenient for accomplishment of any of its purposes, including all powers referred to or described in the Utah Revised Non-Profit Corporation Act and Utah Community Association Act.
- 3.3 Non-Profit. The Association is not organized for pecuniary profit. Notwithstanding the breadth of the foregoing portion of this Article III, no dividend shall be paid to, no part of the Association's funds shall be distributed to, and no part of the net income of the Association shall inure to the benefit of, any of its Members, Directors, or Officers.

ARTICLE IV - DEFINITIONS

- 4.1 All terms used but not defined herein shall have the meanings given them under that certain Amended & Restated Declaration for White Barn Country Club PRUD, A Planned Residential Unit Development, recorded in the Official Records of the Weber County Recorder's Office on 9-8-2015, as Entry No. 2754830 (hereinafter referred to as the "Declaration"), and as the same may be amended from time to time as therein provided. The term "Member" shall mean and refer to those persons entitled to Membership in the Association, as provided in the Declaration and these Articles of Incorporation.

ARTICLE V – MEMBERSHIP SHARES AND VOTING RIGHTS

- 5.1 Membership/Shares. Every Owner shall be a Member of the Association. Membership in the Association shall be mandatory, shall be appurtenant to the Lot in which the Owner has the necessary interest, and shall not be separated from the Lot to which it appertains. The Association shall not issue shares of stock. Neither the issuance nor the holding of shares of stock shall be necessary to evidence membership in the Association.

- 5.2 Voting Rights. The Members of the Association shall have voting rights, as set forth in the Bylaws and/or Declaration.
- 5.3 Membership List. The Association shall maintain up-to-date records showing the name of each person who is a Member, the contact information for such person, and the Lot to which the membership of such person is appurtenant. In the event of any transfer of fee or undivided interest in a Lot, the transferee shall furnish the Association with evidence establishing that the transfer has occurred, that the Deed or other instrument accomplishing the transfer is of record in the office of the County Recorder of Weber County, Utah and the necessary information to update the Association membership records. The Association may rely on the information concerning Members and Lot ownership, which is provided by Members or, at its option, the Association may act and rely on current ownership information respecting any Lot which is obtained from the office of the County Recorder of Weber County, Utah. The address of a Member shall be deemed to be the address of the residence situated on such Member's Lot unless the Association is otherwise advised in writing.

ARTICLE VI - ASSESSMENTS

- 6.1 Members of the Association shall be subject to assessments by the Association from time to time in accordance with the provisions of the Declaration and shall be liable to the Association for payment of such assessments. Members shall not be individually or personally liable for the debts or obligations of the Association.

ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT

- 7.1 The address of the registered agent of the Association is:

Burt R. Willie
2225 Washington Boulevard, Suite 200
Ogden, Utah 84401
Telephone: (801) 476-0303

By signing below, the undersigned, whose address is set forth hereinabove, accepts appointment as the registered agent.

SMITH KNOWLES, P.C.

By: Burt R. Willie
Burt R. Willie
Its: Registered Agent

ARTICLE VIII – APPOINTMENT OF BOARD OF DIRECTORS

- 8.1 The Board shall be elected by the Members of the Association in accordance with the Declaration and the Bylaws of the Association.
- 8.2 The Association shall have one class of membership. The Board selected by the Association must be Members unless or until there are insufficient Members who desire to serve on the Board, in which case Board members need not be Members of the Association.

ARTICLE IX – BOARD OF DIRECTORS

- 9.1 Initial Board. As of the date of the filing of these Articles, the following individuals are serving as the Board of Directors:

<u>Name</u>	<u>Address:</u>
1. Cynthia Jensen	19 White Barn Drive Pleasant View, UT 84414
2. Chase Rogers	317 Willow Way Pleasant View, UT 84414
3. Thomas Root	303 Willow Way Pleasant View, UT 84414
4. Rolf Hildre	309 Willow Way Pleasant View, UT 84414
5. Mike Helfrich	27 White Barn Drive Pleasant View, UT 84414
6. Gloria Jensen-Sutton	44 White Barn Drive Pleasant View, UT 84414

ARTICLE X - MISCELLANEOUS

- 10.1 Dissolution. Upon dissolution, the assets of the Association shall be distributed in accordance with the Declaration and Utah Community Association Act.
- 10.2 Managing Agent. The Association may carry out through a Managing Agent any of its functions which are properly authorized by the Articles, Bylaws or Declaration. Any Managing Agent shall be an independent

contractor and not an agent or employee of the Association. The Managing Agent shall be responsible for managing the Property for the benefit of the Association and the Members and shall, to the extent permitted by law and the terms of the agreement with the Association, be authorized to perform any of the functions or acts required or permitted to be performed by the Association itself. Retention of a Managing Agent shall be within the Board's discretion and the Board is authorized to enter into a contract for services with the Managing Agent.

- 10.3 Amendment. Any amendment to these Articles shall require the affirmative vote, or written consent, of at least sixty-seven (67%) of the total membership of the Association.
- 10.4 Resolutions & Rules. The Board may adopt, amend and repeal resolutions and rules for regulation and management of the affairs of the Association not inconsistent with these Articles, the Declaration, Bylaws or applicable Utah law.
- 10.5 Interpretation. The invalidity or unenforceability of any provision contained in these Articles shall not affect the validity or enforceability of the remainder hereof. These Articles have been prepared in conjunction with the Declaration and should be read and construed in light of that fact and liberally so as to affect all of the purposes of both instruments. To the extent the provisions of the Utah Revised Nonprofit Corporation and Community Association Acts are inconsistent with these Articles and the Declaration, such legislation shall supplement the terms hereof.
- 10.6 Limitation on Liability. The Directors, Officers and Members of the Association shall not be held personally liable for the debts and obligations of the Association.

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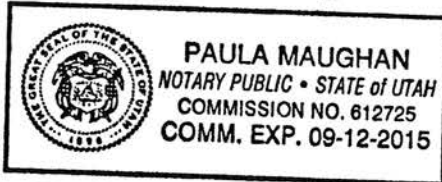
WHITE BARN COUNTRY CLUB PRUD OWNERS ASSOCIATION

Cynthia Jensen

By: Cynthia Jensen
Its: President

STATE OF UTAH)
 : ss
COUNTY OF WEBER)

On this 31st day of August 2015, personally appeared before me Cynthia Jensen, who being by me duly sworn, did say that she is the President of White Barn Country Club PRUD Owners Association, a Utah non-profit corporation, and that the within and foregoing instrument was signed on behalf of said corporation by authority and said individual duly acknowledged to me that said corporation approved the same.



Paula Maughan
Notary Public

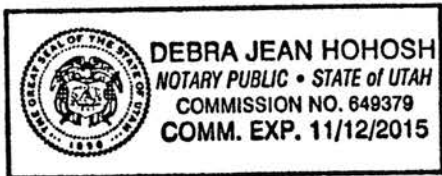
WHITE BARN COUNTRY CLUB PRUD OWNERS ASSOCIATION

Chase Rogers

By: Chase Rogers
Its: Board Member

STATE OF UTAH)
 : ss
COUNTY OF WEBER)

On this 28th day of August 2015, personally appeared before me Chase Rogers, who being by me duly sworn, did say that he is a Board Member of White Barn Country Club PRUD Owners Association, a Utah non-profit corporation, and that the within and foregoing instrument was signed on behalf of said corporation by authority and said individual duly acknowledged to me that said corporation approved the same.



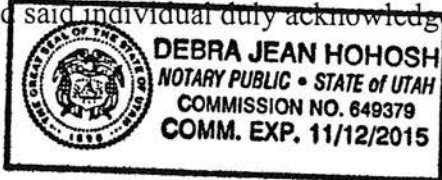
Debra Jean Hohosh
Notary Public

WHITE BARN COUNTRY CLUB PRUD OWNERS ASSOCIATION

Thomas Root
By: Thomas Root
Its: Board Member

STATE OF UTAH)
 : ss
COUNTY OF WEBER)

On this 1st day of Sept., 2015, personally appeared before me Thomas Root, who being by me duly sworn, did say that he is a Board Member of White Barn Country Club PRUD Owners Association, a Utah non-profit corporation, and that the within and foregoing instrument was signed on behalf of said corporation by authority and said individual duly acknowledged to me that said corporation approved the same.



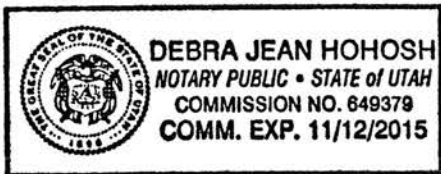
Debra J. Hohosh
Notary Public

WHITE BARN COUNTRY CLUB PRUD OWNERS ASSOCIATION

Rolf Hildre
By: Rolf Hildre
Its: Board Member

STATE OF UTAH)
 : ss
COUNTY OF WEBER)

On this 28th day of August, 2015, personally appeared before me Rolf Hildre, who being by me duly sworn, did say that he is a Board Member of White Barn Country Club PRUD Owners Association, a Utah non-profit corporation, and that the within and foregoing instrument was signed on behalf of said corporation by authority and said individual duly acknowledged to me that said corporation approved the same.



Debra J. Hohosh
Notary Public

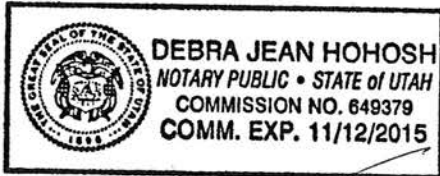
WHITE BARN COUNTRY CLUB PRUD OWNERS ASSOCIATION

Mike Helfrich

By: Mike Helfrich
Its: Board Member

STATE OF UTAH)
: SS
COUNTY OF WEBER)

On this 31st day of August, 2015, personally appeared before me Mike Helfrich, who being by me duly sworn, did say that he is a Board Member of White Barn Country Club PRUD Owners Association, a Utah non-profit corporation, and that the within and foregoing instrument was signed on behalf of said corporation by authority and said individual duly acknowledged to me that said corporation approved the same.



Debra Hohosh
Notary Public

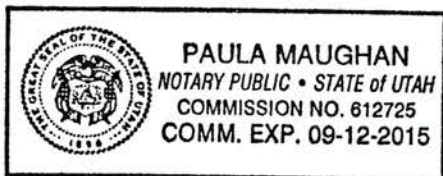
WHITE BARN COUNTRY CLUB PRUD OWNERS ASSOCIATION

Gloria Jensen-Sutton

By: Gloria Jensen-Sutton
Its: Board Member

STATE OF UTAH)
: SS
COUNTY OF WEBER)

On this 4th day of Sept., 2015, personally appeared before me Gloria Jensen-Sutton, who being by me duly sworn, did say that she is a Board Member of White Barn Country Club PRUD Owners Association, a Utah non-profit corporation, and that the within and foregoing instrument was signed on behalf of said corporation by authority and said individual duly acknowledged to me that said corporation approved the same.



Paula Maughan
Notary Public

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
hereby certified that the foregoing has been filed
and approved on this 11th day of Sept 2015
in this office of this Division and hereby issued
This Certificate thereof.

examiner JB Date 9/14/15
Kathy Berg
Kathy Berg
Division Director