



CERTIFICATE OF INCORPORATION
OF

BEAR LAKE WEST II PROPERTY OWNERS ASSOCIATION, INC.

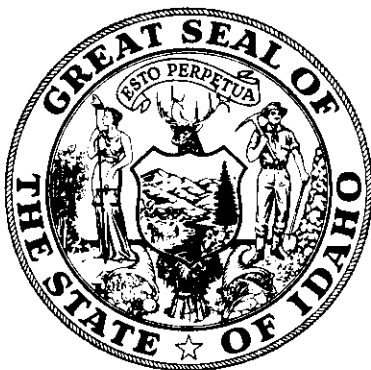
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

BEAR LAKE WEST II PROPERTY OWNERS ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated September 7, 1983.



SECRETARY OF STATE

Corporation Clerk

SEP 7 8 46 AM '83
ARTICLES OF INCORPORATION
OF
BEAR LAKE WEST II PROPERTY OWNERS ASSOCIATION, Inc.
(an Idaho Corporation not for profit)

The undersigned persons, in order to form a non-profit corporation pursuant to the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE I: The name of the Corporation which is hereinafter referred to as the Corporation is Bear Lake West II Property Owners Association, Inc.

ARTICLE II: The period of duration of the Corporation shall be perpetual.

ARTICLE III: The Corporation is organized as a non-profit corporation and is formed for and shall have the following purposes:

1. Implementation and execution of the First Amended J.V. Willmore Plan of Reorganization dated January 21, 1983 confirmed by the United States Bankruptcy Court for the District of Idaho on or about May 18, 1983 in the matter of Bear Lake West, Inc. an Idaho Corporation also known as Bear Lake West, Inc., a Utah Corporation and B.V. Properties, Inc., Case No. 81-01419 (Willmore Plan) as it relates to the recreational amenities and common area improvements of Bear Lake West, Inc. and Bear Lake West, Inc. II, construction or to be constructed on land retained under the Willmore Plan.

2. Pursuant to the Willmore Plan, to permanently provide and contract for the construction, operation, maintenance and repair of the common area improvements and of the recreational facilities in the common areas retained by Bear Lake West, Inc. II under the Willmore Plan as set forth on exhibits "a" through "f" attached hereto and incorporated herein by this reference, all as contemplated by the Willmore Plan (hereinafter sometimes referred to as retained land or property retained).

3. To permanently provide and contract for snow removal and

utility services, including but not limited to water, power and sewer, on land retained and all as contemplated by the Willmore Plan.

4. To own, hold, buy, exchange, lease, or in any manner acquire any property, to establish thereon and to administer and enforce covenants, conditions, restrictions, reservations, servitudes, profits, licenses, easements, liens or charges for the support and benefit of the Corporation and the welfare or betterment of the properties retained by Bear Lake West, Inc. and Bear Lake West, Inc. II under the Willmore Plan; to construct, install, extend, operate, maintain, repair and replace utilities, systems, services or other facilities on such property for the welfare or betterment of property owners; to manage, regulate, and control the common or community use and enjoyment of such property, services, improvements or facilities for the welfare or betterment of the property owners; to lay out, open, construct and maintain private streets and roads on such property; and purchase, own, lease and operate for the benefit and use of the property owners the recreational, eating and lodging facilities and to apply for and hold, sell, lease or convey franchises or apply for the transfer of licenses issued by governmental agencies pertaining to such recreational, eating, or lodging facilities, including but not limited to the dispensing or sale of alcoholic beverages, all as contemplated by the Willmore Plan.

5. To bill and collect from all property owners the costs and expenses of providing the services set forth herein. To bill and collect from all lot owners and undivided interest or other contract purchasers, or their predecessors in interest, all unpaid operating expenses and assessments, including but not limited to regular maintenance assessments, water, power, sewer and garbage collection assessments on the Retained Land back to 1970, all as contemplated by the Willmore Plan.

6. To do any and all things, whether or not herein

mentioned necessary or incidental to carrying out the purposes of the Willmore Plan and the purposes herein set forth. The Corporation shall have all powers conferred upon it by law unless inconsistent with the provisions of this Article.

ARTICLE IV: The Corporation shall not be organized nor operated for profit; and shall not afford pecuniary gain, incidentally or otherwise, to its members. The Corporation is a property owners association designed to benefit all property owners of land retained by Bear Lake West, Inc. and Bear Lake West, Inc. II under the Willmore Plan; and the income of the Corporation shall consist of funds received from property owners (member shareholders) for the sole purpose of paying the expenses of the Corporation including but not limited to those expenses referred to in Article III above and Article VII below as well as expenses for capital improvements or accumulation of reserves for ordinary repairs or capital improvements.

ARTICLE V: The stock in the Corporation shall consist of 3,000 shares without par value.

ARTICLE VI:

1. The Corporation shall have members (property owners) whose membership shall be evidenced by a share or shares of stock; membership in the Corporation shall be mandatory for the owners or purchasers of real property retained by Bear Lake West, Inc. or Bear Lake West, Inc. II under the Willmore Plan; one share of stock of the Corporation shall be designated for each property interest in said retained land including but not limited to each undivided interest and each lot. Each such share shall carry the number of the undivided interest or lot for which it is designated. The person or persons owning any such property interest shall automatically become the owner of such share of stock, and the ownership of such share of stock shall automatically pass to each succeeding owner or owners.

2. Members shall be entitled to one vote at any regular or special meeting of the members for each share of stock they hold as shown by the records of the Corporation.

3. At any regular or special meeting of the members, in person, whether in person or by proxy, of members entitled to vote not less than ten (10%) percent of the total shares outstanding shall constitute a quorum for the transaction of business.

4. The membership rights (including but not limited to voting rights) of any member may be suspended by action of the Board of Directors if such member shall have failed to pay when due any assessment or charge lawfully imposed by the Corporation upon him or any property owned him, or if the member, his family, his tenants, or guests of any thereof, shall have violated any rule or regulation of the Corporation regarding the use of any property or conduct with respect thereto.

ARTICLE VII: The Corporation shall be responsible for liability insurance and general property taxes on the property comprising the common areas and private roads in the retained land.

ARTICLE VIII: For the purposes herein mentioned:

1. The stock of the Corporation shall be assessable on a prorata basis in such amounts as may from time to time be levied at any regular or special meeting of the Board of Directors.

2. Each prorata assessment so levied shall become a personal obligation of the owner or owners of each share of stock and shall also become a lien upon the property interest represented by such share of stock until such assessment is paid; if such assessment is not paid within 30 days of the due date for payment thereof as specified by the Board of Directors, enforcement of such personal obligation and foreclosure of such lien may be taken by the Corporation, at its option, by filing an action in the appropriate court, and the delinquent share holder

shall pay all costs and expenses of such action, including a reasonable attorney's fee.

ARTICLE IX: The Corporation shall have five (5) Directors who shall constitute the Board of Directors and the governing body of the Corporation. The names and addresses of those persons who shall act as Directors until the election of their successors are:

<u>Name</u>	<u>Address</u>
J.W. Willmore	P.O. Box 396 Fish Haven, Idaho
E.G. Willmore	9444 Eastern Lane Manassas, Virginia
Ron Lofthouse	P.O. Box 396 Fish Haven, Idaho
Al Smith	1101 Liberty Ave., Ogden, Utah
Pennis Bullock	400 Spring Creek Drive, Providence, Utah

ARTICLE X: The names and street address of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
J.W. Willmore	P.O. Box 396 Fish Haven, Idaho
Douglas Willmore	Zions Summit Condominium 41 North Vine Street Salt Lake City, Utah
Jeffrey Willmore	Zions Summit Condominium 41 North Vine Street Salt Lake City, Utah

ARTICLE XI: The location and street address of the Corporation's initial registered office is as follows:

Gear Lake West II Property Owners Association

Fish Haven, Idaho

**Initial Registered Agent is Ron Lofthouse, 150 Canyon Rd.,
Montpelier, Idaho 83254**

ARTICLE XII: Amendments to these Articles of Incorporation may be proposed by the Board of Directors and adopted by a 2/3 majority vote of the shares represented in person or by proxy at

any most regularly scheduled meeting of the members; provided, however that until the successful completion of the Willmore Plan, these Articles may not be amended without the prior consent in writing of Great Lake West, Inc. If. In addition, no amendment to these articles may be adopted which could interfere with the construction, display, sale, lease or other disposition of property interests retained under the Willmore Plan.

Bylaws for the regulation and management of the affairs of the Corporation shall be adopted and may be amended in the same manner and subject to the same conditions as these Articles.

In witn ESS WHEREOF, we have hereunto set our hands this 13th day of August, 1983.

J. N. Willmore
J. N. WILLMORE

Douglas G Willmore
DOUGLAS WILLMORE

Jeff N. Willmore
JEFFREY WILLMORE

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On this 13th day of August, 1983 personally appeared before me J. N. Willmore, Douglas willmore and Jeffrey Willmore, who being by me duly sworn did acknowledge to me that they signed the foregoing instrument.

Cynthia Woodbury
NOTARY PUBLIC
Residing at: Salt Lake City, UT

My Commission Expires:

9/1/86