ARTICLE IV REGISTERED AGENT

The name of the initial registered agent at the Corporation's initial registered office listed in Article III above is David W. Johnson & Associates, P.C. The undersigned does hereby agree to act as the initial registered agent of the Corporation.

David W. Johnson & Associates, P.C.	
By:	
Its:	

ARTICLE V INCORPORATOR

The name and address of the incorporator of the Corporation is James Ivers IV, 11 East Lincoln Road – Suite 4, Spokane, Washington 99208.

ARTICLE VI MEMBERSHIP

The Corporation shall have voting members consisting of persons or entities respectively owning Lots 2 and 3 of the IVERS' REPLAT and Lots 1, 2 and 3 of the BLOCK 52 REPLAT (collectively referred to below as the "Lots"). No person who has conveyed or otherwise disposed of his ownership interest in any of the Lots shall thereafter be entitled to hold or retain the membership in the Corporation which is appurtenant to said Lot. The conveyance or other disposition by a person entitled to membership in the Corporation, of all such person's ownership interest in the Lot, shall be deemed to constitute, and may be treated by the Corporation as, a transfer and conveyance by such person to such person's successor in interest in ownership of said Lot of the membership appurtenant to said Lot. The members shall vote in accordance with the Bylaws

ARTICLE VII ISSUANCE OF STOCK

The Corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, Director or individual. The balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind or nature, shall be used and distributed exclusively for the purposes set forth in Article I hereof.

ARTICLE VIII DIRECTORS

The Corporation shall have a board of directors (the "Board"), consisting of not less than four (4) and not more than six (6) members. The members of the Board (each a "Director" and collectively the "Directors") shall be appointed by the owners of Lots as set forth in this Article VIII. The owner of each Lot shall be entitled to appoint one (1) Director on the Board, regardless of how many owners

there are of a particular Lot. If a person or entity owns more than one (1) Lot, that person or entity shall be entitled to appoint (1) Director for each Lot owned by that person or entity. If a Lot is owned by more than one owner, the owners of that Lot shall appoint, from among themselves, one individual who shall serve as a member of the Board. The names and addresses of the initial members of the Board are as follows:

Name		Address	
1.	James Ivers IV	11 East Lincoln Road – Suite 4 Spokane, Washington 99208	
2.	Rory Murphy	P.O. Box 1450 1.5 Miles South of Park City on Highway 224 Park City, Utah	
3.	Kay Calvert	2495 Sunny Slopes Drive Park City, Utah 84060	
4.	Leslie Miller	165 East 100 North Midway, Utah 84049	

ARTICLE IX BYLAWS

Bylaws for the Corporation will be hereafter adopted. Such Bylaws may be amended or replaced, in whole or in part, in the manner provided therein, and the amendments to the Bylaws shall be binding upon all members.

ARTICLE X DIRECTOR LIABILITY

To the fullest extent permitted by the Nonprofit Corporation Act or any other applicable law as now in effect or as may hereafter be amended, a Director of the Corporation shall not be personally liable to the Corporation or to its members for monetary damages for any action taken or any failure to take any action as a Director. No amendment to or repeal of this Article X shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any action or failure to take action by such Director occurring prior to such amendment or repeal.

ARTICLE XI INDEMNIFICATION

To the fullest extent as permitted by law and as set forth herein, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent thereof, against

expenses (including attorneys' fees, costs and expenses) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Corporation. The Corporation may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent authorized by law.

ARTICLE XII AMENDMENT

Except as otherwise provided by law, these Articles may be amended in accordance with the laws of the State of Utah only upon the affirmative vote of not less than a majority of the members of the Corporation entitled to vote.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand effective this 22 day of 4, 2002.

James Ivers, IV

BYLAWS OF ONTARIO COURT DRIVEWAY ASSOCIATION

(A UTAH NONPROFIT CORPORATION)

The administration of ONTARIO COURT DRIVEWAY ASSOCIATION (the "Association") shall be governed by the Utah Revised Nonprofit Corporation Act (the "Nonprofit Corporation Act"), the Articles of Incorporation and these Bylaws. Terms that are capitalized in these Bylaws and which are not otherwise defined herein shall have the meaning set forth in the Articles.

ARTICLE 1 OFFICE

The principal office of the Association shall be situated in Park City, Summit County, State of Utah.

ARTICLE 2 MEETINGS OF MEMBERS

- Section 2.1 Annual Meeting. The annual meeting of the members (each an "Annual Meeting") shall be held at 4:00 p.m. on the last Saturday before Memorial day of each year at the principal office of this Association, or at such other place as shall be stated in the notice of meeting or in a duly executed waiver of notice; provided, however, that, whenever such date falls upon a legal holiday, the Annual Meeting shall be held on the next succeeding business day, and further provided that the Board of Directors may by resolution set the date of the Annual Meeting on such other date as the Board of Directors may deem appropriate.
- Section 2.2 Special Meetings. Special meetings of the members (each a "Special Meeting") may be called by the President, by a majority of the Board of Directors or by the owners of not less than three (3) Lots.
- Section 2.3 Notice of Meetings. Notice of all Annual Meetings and Special Meetings shall be given in accordance with the Nonprofit Corporation Act. Whenever all of the members shall meet in person or by proxy or by written ballot, such meetings shall be valid for all purposes without call or notice, or waiver of call and notice. No notice of any meeting of members shall be necessary if waiver of notice is signed by all of the members, whether before or after the time of the meeting.
- Section 2.4 Presiding Officer. The President, and in his absence the Vice President, shall preside at all such meetings.
- Section 2.5 Voting Requirements. When a quorum is present in person or represented by proxy or by written ballot at any meeting, the vote of a majority of the votes entitled to be cast shall decide any question brought before such meeting, including the election of Directors, unless the question is one upon which, by express provision of the Nonprofit Corporation Act or of the Articles or of these Bylaws, a different vote is required, in which case

such express provision shall govern and control the decision of such question. All votes may be cast by the members either in person or by proxy or by written ballot. All proxies shall be in writing and shall be delivered to the Secretary/Treasurer prior to or at said annual meeting. The Secretary/Treasurer shall enter a record of such proxies in the minutes of the meeting. All matters to be voted upon by the members shall be presented to and voted upon by the members holding membership.

Section 2.6 Registered Members. At any Annual Meeting, only such persons as appear as members upon the transfer books of the Association on the 30th day before such Annual Meeting shall be entitled to vote in person or by proxy or by written ballot. The Board of Directors may, by resolution, set a date in advance of the date of any Special Meeting upon which a member must appear as a member of record on the Association's transfer books in order to be entitled to vote at such Special Meeting; provided, however, that said date shall in no event be set at less than ten (10) nor more than thirty (30) days prior to the date set for such meeting.

Section 2.7 Quorum. At any meeting of the members, the holders of not less than three (3) votes, present in person or by proxy, shall constitute a quorum of the members for all purposes.

Section 2.8 Waiver of Irregularities. All inaccuracies and/or irregularities in calls, notices of meeting, the manner of voting, form of proxies, credentials and method of ascertaining those present shall be deemed waived if no objection is made at the meeting.

Section 2.9 Quorum Without Meeting. Any action that may be taken by the members at any Annual Meeting or Special Meeting may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter in accordance with the requirements of Section 16-6a-709 of the Nonprofit Corporation Act. Approval by written ballot pursuant to this Section 2.9 shall be valid only when (a) the time by which all ballots must be received by the Association has passed so that a quorum can be determined; (b) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Unless a larger quorum is required pursuant to these Bylaws, or unless otherwise provided in the Nonprofit Corporation Act, for purposes of taking action by written ballot, the number of votes cast by written ballot pursuant to this Section 2.9 constitute a quorum for action on the matter. A written ballot delivered to every member entitled to vote on the matter or matters therein, as described in this Section 2.9, may also be used in connection with any Annual Meeting or Special Meeting, thereby allowing members the choice of either voting in person, by proxy or by written ballot delivered by a member to the Association in lieu of attendance at such meeting. Any written ballot shall comply with the requirements of Section 16-6a-709 of the Nonprofit Corporation Act and shall be counted equally with the votes of members in attendance at any meeting for every purpose, including satisfaction of the quorum requirement.

ARTICLE 3 BOARD OF DIRECTORS

- Section 3.1 Responsibilities. The business and property of the Association shall be managed by a Board of Directors (the "Board of Directors"). The Board of Directors may, however, enter into such management agreement or agreements with third persons as it may deem advisable.
- Section 3.2 Number, Tenure, Qualifications and Vacancies. The number of Directors of the Association shall not be less than four (4) and not more than six (6). Each Director shall hold office until the next annual meeting of the members and until his successor shall have been elected and qualified. Directors need not be residents of the State of Utah. In case of any vacancy in the Board of Directors, the remaining members of the Board may elect a successor Director or Directors to hold office until the next meeting of the members.
- Section 3.3 Regular Meetings. A regular annual meeting of the Directors shall be held immediately after the adjournment of each annual members meeting at the place at which such members meeting was held. Regular meetings, other than the annual meeting, shall be held at regular intervals at such places and at such times as the Board of Directors may from time to time by resolution provide.
- Section 3.4 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President, the Vice President or by a majority of the Board of Directors. By unanimous consent of the Directors, special meetings of the Board may be held without call or notice at any time or place.
- Section 3.5 Quorum. A quorum for the transaction of business at any meeting of the Directors shall consist of a majority of the Directors then in office.
- Section 3.6 Compensation. Directors shall not receive any stated salary for their service.
- Section 3.7 Additional Facilities. The Board of Directors shall have the authority to provide such facilities, in addition to those for which provision has already been made, as it may deem to be in the interest of the members.
- Section 3.8 Quorum Without Meeting. Any action that may be taken by the Directors members at any regular or special meeting may be taken without a meeting, if the Board of Directors delivers a written ballot to every Director entitled to vote on the matter. Approval by written ballot pursuant to this Section 3.8 shall be valid only when (a) the time by which all ballots must be received by the Board of Directors has passed so that a quorum can be determined; (b) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Unless a larger quorum is required pursuant to these Bylaws, or unless otherwise provided in the Nonprofit Corporation Act, for purposes of taking action by written ballot, the number of votes cast by written ballot pursuant to this Section 3.8 constitute a quorum for action on the matter. A written ballot delivered to every Director entitled to vote on the matter or matters therein, as described in this Section 3.8, may also be used in

connection with any regular or special meeting, thereby allowing members the choice of either voting in person, by proxy or by written ballot delivered by a Director in lieu of attendance at such meeting. Any written ballot shall comply with the requirements of the Nonprofit Corporation Act and shall be counted equally with the votes of Directors in attendance at any meeting for every purpose, including satisfaction of the quorum requirement.

ARTICLE 4 OFFICERS

- Section 4.1 Selection of Officers. The Board of Directors shall elect or appoint the officers of the Association. Such election or appointment shall regularly take place at the first meeting of the Directors immediately following the annual meeting of the members; provided, however, that election of officers may be held at any other meeting of the Board of Directors.
- Section 4.2 Additional Officers. The Board of Directors may appoint such other officers, in addition to the officers herein below expressly named, as they shall deem necessary, who shall have such authority to perform such duties as may be prescribed from time to time by the Board of Directors or by the President.
- Section 4.3 Removal. All officers and agents shall be subject to removal, with or without cause, at any time by the affirmative vote of the then members of the Board of Directors.
- Section 4.4 President. The President shall be the chief executive officer of the Association and shall exercise general supervision over its property and affairs. He or she shall sign on behalf of the Association all contracts and shall do and perform all acts and things, which the Board of Directors may require of him/her. The President shall be invited to attend meetings of each committee.
- Section 4.5 Vice President. In the event of the President's absence or inability to act, the Vice President shall have the powers of the President. He or she shall perform such other duties as the Board of Directors may impose upon him/her.
- Section 4.6 Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of the Association; its membership books and such books and records as these Bylaws or any resolution of the Directors may require him/her to keep. He or she shall perform such other services as the Board of Directors may impose upon him or her. The Secretary/Treasurer shall also have the custody and control of the funds of the Association, subject to the action of the Board of Directors and shall, when requested by the President so to do, report the state of the finances of the Association at each annual meeting of the members and at any meeting of the Directors. He or she shall perform such other services as the Board of Directors may require of him/her

ARTICLE 5 ASSESSMENTS

Section 5.1 Common Expenses. Each member is liable for its equal share of all common expenses incurred in connection with the maintenance of the Driveway and management of the Association. All assessments shall be a separate, distinct and personal

liability of each member of the Association at the time each assessment is made. The Board of Directors shall have the authority to enforce the collection of assessments. The Treasurer/Secretary shall keep an accurate record of such assessments and of the payments thereof by each member.

Section 5.2 New Members. Any person who shall have entered into a written agreement to purchase a Lot, by written request directed to the Board of Directors, shall be entitled to obtain a written statement from the Treasurer/Secretary setting forth the amount of the monthly, quarterly, annual or other periodic assessment and the amount of unpaid assessments charged against such Lot and the members, and if such statement does not reveal the full amount of the unpaid assessments as of the date it is rendered, neither the purchaser nor the Lot shall be liable for the payment of an amount in excess of the unpaid assessments shown thereon, provided that the former member shall remain so liable for the excess. Any such excess which cannot be promptly collected from the former member grantor shall be reassessed by the Board of Directors as a common expense to be collected from all members, including without limitation the purchaser of such Lot, his successors and assigns. The new member shall, and the former member shall not, be liable for any assessments made after the date of transfer of title, even though the expenses incurred or the advances made by the Board of Directors for which the assessment is made relate in whole or in part to any period prior to that date. The Board of Directors is authorized to require a reasonable fee for furnishing such statements. In addition to the statements issuable to purchasers, the Board of Directors shall, upon ten (10) days' prior written request therefore, provide to any member, to any person who shall have entered into a binding agreement to purchase a Lot and to any mortgagee, on request at reasonable intervals a current statement of unpaid assessments for common expenses with respect to a Lot. The Board of Directors is authorized to require a reasonable fee for furnishing such statements. In all cases where all or part of any assessments for common expenses and for any expenses of and advances by the Board of Directors cannot be promptly collected from the persons or entities liable therefore under these Bylaws, the Board of Directors shall reassess the same as a common expense without prejudice to its right of collection against such persons or entities, or without prejudice to its lien for such assessments. No member shall be permitted to convey, hypothecate, sell or lease such Lot, unless and until such member shall have paid in full to the Board of Directors all unpaid common expenses assessed by the Board of Directors against such member's Lot and until such member shall have satisfied all unpaid liens against such Lot, except permitted mortgages.

ARTICLE 6 DIVIDENDS

There shall be no dividends paid or payable by the Association. It is hereby acknowledged that the Association is organized as a nonprofit corporation under the Nonprofit Corporation Act solely and strictly as an association of Lot owners to act as an agent for said owners in the management of the Driveway. It is not intended that the Association realize any profit on any transaction.

ARTICLE 7 ANNUAL STATEMENT

The Board of Directors shall present at each annual meeting, and when called for by a vote of the members at any special meeting of the members, a full and complete statement of the business and condition of the Association.

ARTICLE 8 FISCAL YEAR

The fiscal year of the Association shall be the calendar year ending December 31.

ARTICLE 9 LITIGATION

If any action is brought by a member of the Board of Directors on behalf of the Association, the expenses of suit, including reasonable attorneys' fees, costs and expenses, shall be a common expense. Except as otherwise provided, if any action is brought against the members or against the Board of Directors or the officers, employees or agents thereof in their capacities as such, with the result that the ultimate liability asserted would, if proved, be borne by all the members, the expenses of suit, including attorneys' fees, costs and expenses, shall be a common expense. If any action is brought against one or more, but less than all members, with the result that the ultimate liability would, if proved, be borne solely by such members, the expenses of suit, including attorneys' fees, costs and expenses, shall not be charged to or borne by the other members, as a common expense or otherwise. Any action brought against the Association, the Board of Directors or the officers, employees or agents thereof, in their respective capacities as such, shall be directed to the Board of Directors, and shall be defended by the Board of Directors; and the members and mortgagees shall have no right to participate in such defense other than through the Board of Directors. Actions against one or more, but less than all members, shall be directed to such members, who shall promptly give written notice thereof to the Board of Directors, and shall be defended by such members.

ARTICLE 10 AMENDMENTS

These Bylaws may be altered or repealed by the affirmative vote of a majority of the members at any Annual Meeting or at any Special Meeting if notice of the proposed alteration or repeal is contained in the notice of such special meeting.

IN WITNESS WHREOF, effective as of the date first above written, the undersigned Directors do hereby accept and adopt the above as bylaws of the Ontario Court Driveway Association.

Kay Calvert

Les Lie Miller

Les Lie Miller



