

**ARTICLES OF INCORPORATION
OF
LOCAL BUILDING AUTHORITY OF BOULDER TOWN
[A Non-Profit Corporation]**

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The undersigned, acting as incorporators of the Local Building Authority of Boulder Town, organized and incorporated under the "Utah Revised Non-Profit Corporation Act" and the Local Building Authority Act adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is: Local Building Authority of Boulder Town.

ARTICLE II

The period of its duration of said corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

Preliminary

This is a non-profit corporation organized and to be operated as that term is used in the Internal Revenue Code of 1954, as amended, and under Chapter 2, Title 17D, Utah Code Annotated, 1953, Utah Local Building Authority Act, and shall have all the powers and be subject to all the limitations provided in that Act, whether or not any such provision or limitations are set forth herein. The corporation shall be authorized to build, construct, improve, renovate, rehabilitate, own, hold, manage, lease from and to other parties, persons, or institutions, collect rents, and sell, mortgage, hypothecate, finance, and in every other way deal in buildings, structures, land (improved and unimproved) and appurtenances, buildings and structures thereon and fixtures there within and to obtain, facilitate and consummate all finances therefore;

The existence of this Corporation does not contemplate pecuniary gain or profit to the trustees thereof and they shall so conduct its business and affairs so that no profit or income from the operation thereof shall inure to any trustee or officer of the Corporation or to any private person or corporation and no distribution shall ever be made of any of the properties or assets of the Corporation to any trustee or officer thereof or to any private person or corporation. Upon dissolution of the Corporation, all of the Corporation's assets remaining after the payment of all of its liabilities shall be transferred to Boulder Town, Garfield County, Utah (the "Town"), free and

clear of all liens and encumbrances, without consideration of whatsoever kind or nature.

The General Purposes of the Corporation are:

(a) To accomplish the public purposes for which the Town exists by acquiring, improving, or extending one or more Projects ("Project"), as used in these Articles of Incorporation, shall mean improvements, facilities, or properties and appurtenances to them which the Town is authorized or permitted by law to acquire, including, but not limited to, expand and renovate the community center and related facilities, and to acquire or lease land required for or related to these purposes, and other structures of every nature, public parking areas, lots, or facilities or any joint or partial interest in the same, which improvements, facilities, properties and appurtenances need not be situated within the boundaries of the Town), and financing the costs thereof on behalf of the Town.

(b) To borrow the necessary funds to pay the costs of acquiring, improving, or extending such Projects, the indebtedness for which borrowed money may be evidenced by bonds, notes or other evidences of indebtedness ("Obligations") of the Corporation issued pursuant to the Utah Local Building Authority Act at any one or more times, which Obligations shall be secured by a pledge and assignment of the revenues received by the Corporation under any lease contract with respect to Projects financed with the proceeds of the sale of such Obligations and which may be secured by a mortgage, trust deed, indenture, pledge, agreement, assignment, security agreement, financing statement, or other instrument pursuant to which property may be encumbered as security for obligations, covering all or any part of a Project, whether or not financed with such borrowed funds, by a pledge and assignment of any lease contract with respect to a Project, whether or not financed with such borrowed funds, by amounts held in reserve funds or by such other security devices with respect to a Project, whether or not financed with such borrowed funds, as may be deemed most advantageous by the Corporation.

(c) To conduct its business and affairs so as to tender by gift to the Town after all of the Corporation's indebtedness has been paid, all rights, title and interest of the Corporation, in or to all of its properties and assets.

Without limiting the generality of the foregoing, but subject to the limitations set forth in Article IV hereof, the Corporation shall have all the powers, privileges and rights necessary or convenient for carrying out the purposes for which the Corporation is formed and the trustees hereby claim for the Corporation all the benefits, privileges, rights and powers created, given, extended or conferred by the provisions of all applicable laws of the State of Utah pertaining to local building authorities and to non-profit corporations and any additions or amendments thereto.

To do all and everything necessary, suitable and proper for the accomplishment of any purpose, or any statutory authority, the attainment of any object or the furtherance of any power herein before set forth or provided by law, either alone or in association with other corporations, firms or individuals; to do every other act or thing incidental or appurtenant to, growing out of, or

connected with the aforesaid business or powers or any part thereof, provided the same be not inconsistent with the State of Utah Local Building Corporation Act and to do all such acts and things, conduct business, have one or more offices, and exercise its corporate powers in any and all places, without limitation.

ARTICLE IV

The Board of Trustees of the Corporation shall have the power to adopt By-Laws for the conduct of the business and affairs of the Corporation, and may alter or rescind the same, except as may be provided in the By-Laws, by the vote of a majority of the trustees in office, provided that no such amendment shall take effect until a certified copy of a resolution or other proceeding approving such amendment by the Mayor and Town Council of the Town shall have been filed with the Secretary of the Corporation.

ARTICLE V

The corporation shall have neither stock nor stockholders but is organized with members. The sole members of the corporation shall be the Board of Trustees. The voting members shall be the Board of Trustees.

ARTICLE VI

The address of the initial registered office of the corporation is: 351 North 100 East, P.O. Box 1329, Boulder, Utah (84716) and the name of its initial registered agent at such address is: Judith Davis.

ARTICLE VII

The affairs of the corporation shall be governed by a Board of Trustees.

The Trustees shall be the Mayor and Town Council of Boulder Town. The number of Trustees shall never be reduced to less than three (3). The number of trustees constituting the initial Board of Trustees of the corporation is: five (5). The governing body may, at its sole discretion and at any time, alter or change the structure, organization, programs, or activities of the building authority, subject to the rights of holders of the authority's bonds and parties to its other obligations. The names and addresses of the persons who are to serve as initial Trustees until their successors are elected and shall qualify are:

Bill Muse

P.O. Box 1434
Boulder, UT 84716

Dennis Bertucci	P.O. Box 1520 Boulder, UT 84716
C. Sue Inman	P.O. Box 1400 Boulder, UT 84716
Gladys LeFevre	P.O. Box 1419 Boulder, UT 84716
Randy Ripplinger	General Delivery Boulder, UT 84716

The respective terms of the trustees shall equal his or her elected or appointed term as Mayor or councilmember for Boulder Town. Each shall serve until his successor is duly elected or appointed and qualified. Elected or appointed councilmember for the Town shall become trustees hereof upon their qualification to serve as councilmembers.

ARTICLE VIII

These Articles of Incorporation may be amended or repealed in the manner provided by law; provided, however, to the extent permitted by applicable law, after the issuance of any Obligations of the Corporation and while any such Obligations may be outstanding, the provision of Article III hereof may not be amended or repealed unless necessary to comply with the requirements of applicable law, and no articles of amendment shall be delivered to the Secretary of State (and no amendment shall become effective) until a certified copy of a resolution or other proceeding of the Mayor and Town Council of the Town approving such amendment shall have been filed with the Secretary of the Corporation.

ARTICLE IX

No Obligations of the Corporation shall be issued unless there shall have been filed with the Secretary of the Corporation a certified copy of a resolution or other proceedings of the Mayor and Town Council of the Town approving the issuance of such Obligations, and their terms.

ARTICLE X

The corporation shall be authorized and empowered to pay reasonable compensation for services rendered it and to make payments and distributions in furtherance of the purposes herein set forth. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI

The names and addresses of the incorporators of said corporation are:

Bill Muse	P.O. Box 1434 Boulder, UT 84716
Dennis Bertucci	P.O. Box 1520 Boulder, UT 84716
C. Sue Inman	P.O. Box 1400 Boulder, UT 84716
Gladys LeFevre	P.O. Box 1419 Boulder, UT 84716
Randy Ripplinger	General Delivery Boulder, UT 84716

DATED this 5th day of August, 2010.

Bill Muse

Dennis Bertucci

C. Sue Inman

Gladys LeFevre

Randy Ripplinger

Judith Davis, Registered Agent