

ARTICLE I

The Corporation name shall be "Ogden Golf and Country Club".

ARTICLE II

The objects for which the Corporation is formed are pleasure and the promotion of golf and other outdoor sports, and in furtherance thereof to buy or otherwise acquire and to lease or sell real estate, water and water right; to erect and maintain a suitable clubhouse and other buildings; to buy and sell personal property; to issue bonds, notes and other evidence of indebtedness, to secure the payment of same by mortgage, deed of trust or otherwise, and in general to do and perform such acts and things and transact such business as it appurtenant to and usually possessed by a golf and country club.

ARTICLE III

The officers of this Corporation shall consist of a President, a Vice President, a Treasurer and a Secretary all of whom shall be Directors.

There shall be a Board of Directors consisting of those elected at the annual meeting as provided herein. The Annual Meeting of the Equity Members of the Corporation will be held on the second (2nd) Tuesday of February each year where three (3) Directors shall be elected for terms of three (3) years each. They shall take office immediately.

Any member of the Board of Directors may be elected as President or Vice President of the Corporation without regard to their unexpired term on the Board of Directors. Any person so elected shall have their term extended to cover such year, or years, as are required for any person to fill the office to which they are so elected. The Past President will remain a member of the Board of Directors for the year following their term as President with full voting privileges.

In November of each year at the regular monthly director's meeting, the directors will elect from its membership a President, a Vice President, a Treasurer and a Secretary for the ensuing year. The newly elected officers shall enter upon their duties immediately following the Annual Meeting of the members and shall serve for a term of one year, or until their successors are elected and qualified.

ARTICLE IV

This Corporation shall exist in perpetuity. The private property of the members of this Corporation shall not be liable for its obligations. The number of members shall be fixed as prescribed in the By-Laws. None of the net earnings of the Corporation shall inure to the benefit of any member or shareholder. The Asset Protection Fund will be used exclusively for present and future capital improvements or the amortization of the debt used to finance such capital improvements. By definition, "a Capital Asset is a long-term asset that is not purchased or sold in the normal course of business. Generally, it includes fixed assets, e.g., land and buildings or the remodeling or rebuilding of such. The fund shall only be used for purchase of furniture, fixtures or equipment in connection with a substantial remodel or rebuilding project." The fund will be deposited in a separate and dedicated bank account. The use of this fund may be changed only by a vote constituting two-thirds (66.6%) majority of the Equity members.

ARTICLE V

The principal place of business of said Corporation shall be in Weber County, Utah.

ARTICLE VI

The conditions respecting admission of members, their fees, dues, and qualifications, registrations, forfeiture of membership, duties of officers, special meetings shall be as prescribed and fixed by the By-Laws.

ARTICLE VII

All necessary By-Laws for the regulation of the affairs of the Corporation shall be made by a majority of the members of the Board of Directors.

ARTICLE VIII

These articles may be amended at any annual or special meeting called for that purpose by a majority of those present if a quorum as prescribed by the By-Laws is in attendance.

SIGNED AND DATED OCTOBER 31, 1914.

AMENDED AUGUST 17, 2004.