

6752314-0140

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certified that the foregoing has been filed  
and approved on this 21 day of Apr 20 15  
in this office of this Division and hereby issued  
This Certificate thereof.

**AMENDMENT**

Examiner h Date 4-24-15



*Kathy Berg*  
Kathy Berg  
Division Director

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE SWISS ALPENHOF PROPERTY OWNERS ASSOCIATION**

Pursuant to the applicable provisions of the Utah Revised Nonprofit Corporation Act §16-6a-101, *et seq.*, The Swiss Alpenhof Property Owners Association adopts the following Articles of Amendment to Articles of Incorporation.

- I. **Name.** The name of the Corporation is THE SWISS ALPENHOF PROPERTY OWNERS ASSOCIATION.
- II. **Amendments.** The following amendments to the Articles of Incorporation were adopted by the Board of Directors and by the consent of the members of the corporation:

The Articles of Incorporation of THE SWISS ALPENHOF PROPERTY OWNERS ASSOCIATION, filed with the State of Utah, Department of Commerce, Division of Corporations and Commercial Code on September 17, 2007, Articles 1 through 17, are hereby deleted in their entirety and replaced with the following:

**ARTICLE I  
NAME**

The name of this corporation is **THE SWISS ALPENHOF PROPERTY OWNERS ASSOCIATION** (the "Association").

**ARTICLE II  
DURATION**

The period of duration of this corporation shall be perpetual.

**ARTICLE III  
PURPOSE**

- 1. The Association is organized and shall be operated as a nonprofit corporation for the purpose of maintaining and administering the common areas,

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Date: 04/21/2015  
Receipt Number: 5981722  
Amount Paid: \$17.00

collecting and disbursing the assessments and charges provided for in the Amended and Restated Declaration of Covenants, Conditions, and Restrictions and Reservation of Easements for the Swiss Alpenhof Planned Unit Development, including Bylaws, recorded September 28, 2012, in the office of the Wasatch County Recorder, as Entry No 382725, and otherwise administering, enforcing, and carrying out the terms, covenants, and restrictions of the Declaration and Bylaws and any rules and regulations of the Association

2 No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to the Association and to make payments and distributions in furtherance of the purposes set forth herein

3 The Association shall not carry on any other activities not permitted to be carried on by a homeowners association exempt from Federal Income tax under 528(c) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law)

**ARTICLE IV  
MEMBERS AND VOTING**

The Association shall have voting members The terms and conditions of Membership will be set forth in the Declaration and Bylaws of the Association Members shall be entitled to vote in the affairs of the Association, and each Member shall be entitled to voting rights as set forth in the Declaration and Bylaws

**ARTICLE V  
BYLAWS**

Provisions for the regulation of the internal affairs of the Association shall be set forth in the Bylaws

**ARTICLE VI  
DIRECTORS**

The Association shall be governed by a Board of Directors in accordance with the Bylaws and Declaration of the Association Directors shall be elected in accordance with the Bylaws.

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**ARTICLE VII  
REGISTERED OFFICE AND AGENT**

The address of the Association's registered agent and office shall be

2040 East Murray-Holladay Road, Suite 106  
Salt Lake City, UT 84117

5644378

The Association's registered agent at such address shall be Richards, Kimble & Winn, PC

Such office may be changed at any time by the Board of Directors without amendment to these Articles of Incorporation

**ARTICLE VIII  
DISTRIBUTIONS**

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof

**ARTICLE IX  
DISSOLUTION**

The corporation may be dissolved with the assent of not less than seventy-five percent (75%) of the members, unless otherwise provided in the Declaration Upon dissolution of the corporation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the corporation was created In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted for such similar purposes

**ARTICLE X  
MISCELLANEOUS**

1 **Amendment.** The Board may amend these Articles if such amendment does not cause the Articles of Incorporation as amended to be inconsistent with the terms of the Declaration and Bylaws, otherwise, any amendment of these Articles must be authorized and approved by the same vote prescribed in the Bylaws for amendment of the Bylaws Any amendment so

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authorized and approved shall be accomplished in conformity with the laws of the State of Utah

2 **Interpretation.** The captions preceding the various portions of these Articles are for convenience and shall in no way affect the manner in which any provision hereof is construed Whenever the context so requires, the singular shall include the plural, the plural shall include the singular, the whole shall include any part thereof, and any gender shall include both genders The invalidity or unenforceability of any provision contained in these Articles shall not affect the validity or enforceability of the remainder hereof These Articles shall be read and construed liberally so as to effect the purposes of the Association Declaration and these Articles In the event of a conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail

III **Date of Adoption.** The date of adoption of the foregoing amendments is the date evidenced below

IV **Amendment Adopted by the Members.** The foregoing amendments were adopted by the members and the number of votes cast for the amendment by the members or by each voting group entitled to vote separately on the amendment was sufficient for approval by the members or voting group respectively No other approval was required

DATED This 15<sup>th</sup> day of April, 2015

Under penalties of perjury, I declare that this Amendment of Articles of Incorporation has been examined by me and is, to the best of my knowledge and belief, true, correct and complete

**THE SWISS ALPENHOF PROPERTY OWNERS ASSOCIATION**

By David Miles  
Print name David Miles  
Title President

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