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JAN 17 2017

Utah Div. Of Corp. & Comm. Code

JAN 17 2017 12:00

**ARTICLES OF INCORPORATION OF  
JORDAN MEADOWS TOWNHOME OWNERS ASSOCIATION, INC.**

We, the undersigned natural person(s) over the age of eighteen (18) years, acting as Incorporators and Board of Directors of Jordan Meadows Townhome Owners Association, Inc., pursuant to the Utah Revised Nonprofit Corporation and Condominium Ownership Acts, hereby adopt the following Articles of Incorporation ("Articles") for Jordan Meadows Townhome Owners Association, Inc. ("Association").

**RECITALS:**

(A) On or about September 30, 2009, Jordan Meadows Townhome Owners Association ("Association") was created by the filing of Articles of Incorporation with the Utah Secretary of State.

(B) Thereafter, on or about December 27, 2011, the entity status for the Association expired due to failure to file the required renewals with the Utah Secretary of State.

(C) The Association is a non-profit homeowners association governed by the Utah Revised Nonprofit Corporation Act and the Condominium Ownership Act.

(D) Pursuant to Utah Code §§ 16-6a-1006(1)(a) and 57-8-40(5) and consistent with Article III of the Bylaws, the Board of Directors is authorized to adopt and hereby adopts these Articles and incorporates the Association as an active non-profit corporation.

**ARTICLE I - NAME & PRINCIPAL PLACE OF BUSINESS**

- 1.1 The name of the nonprofit corporation is Jordan Meadows Townhome Owners Association, Inc. (hereinafter "the Association").
- 1.2 The principal place of business of the Association is located at 856 East 12300 South, #7, Draper, Utah, 84020.

**ARTICLE II - DURATION**

- 2.1 The duration of the Association shall be perpetual unless earlier dissolved pursuant to law.

**ARTICLE III - POWERS AND PURPOSES**

- 3.1 Purpose. The Association is organized and shall be operated as a nonprofit corporation for the purpose of enforcing the terms and conditions of the Articles, the Bylaws, and Declaration, as they may be amended, and otherwise administering any Common Areas and generally

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Amount Paid: \$30.00



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providing for and promoting the recreation, health, safety, and welfare of members of the Association.

3.2 Powers. The Association shall have all of the powers conferred upon it by the Articles, Bylaws and Declaration, and all powers allowed by law necessary or convenient for accomplishment of any of its purposes, including all powers referred to or described in the Utah Revised Non-Profit Corporation Act and Utah Condominium Ownership Act.

3.3 Non-Profit. The Association is not organized for pecuniary profit. Notwithstanding the breadth of the foregoing portion of this Article III, no dividend shall be paid to, no part of the Association's funds shall be distributed to, and no part of the net income of the Association shall inure to the benefit of, any of its Members, Directors, or Officers.

**ARTICLE IV - DEFINITIONS**

4.1 Definitions. All terms used but not defined herein shall have the meanings given them under that certain Town Home Declaration for Jordan Meadows Town Homes, a Utah Condominium Project, Phase 1, recorded in the Official Records of the Salt Lake County Recorder's Office, as Entry No. 7216055 (hereinafter referred to as the "Declaration"), applicable to the Property, and as the same may be amended from time to time as therein provided. The term "Member" shall mean and refer to those persons entitled to Membership, as provided in the Declaration and these Articles of Incorporation.

**ARTICLE V – MEMBERSHIP SHARES AND VOTING RIGHTS**

5.1 Membership/Shares. Every Owner shall be a Member of the Association. Membership in the Association shall be mandatory, shall be appurtenant to the Unit in which the Owner has the necessary interest, and shall not be separated from the Unit to which it appertains. The Association shall not issues shares of stock. Neither the issuance nor the holding of shares of stock shall be necessary to evidence membership in the Association.

5.2 Voting Rights. The Members of the Association shall have voting rights, as set forth in the Bylaws and/or Declaration.

5.3 Membership Information. The Association may for all purposes act and rely on the information concerning Members and Unit ownership, which is provided by Members or, at its option, the Association may act and rely on current ownership information respecting any Unit which is obtained from the office of the County Recorder of Utah County, Utah. The address of a Member shall be deemed to be the address of the residence situated on

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such Member's Unit unless the Association is otherwise advised in writing.

**ARTICLE VI - ASSESSMENTS**

6.1 Members of the Association shall be subject to assessments and other authorized fees by the Association from time to time in accordance with the provisions of the Declaration, as amended, and shall be liable to the Association for payment of such assessments and fees. Members shall not be individually or personally liable for the debts or obligations of the Association.

**ARTICLE VII – INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

7.1 The address of the initial registered agent of the Association is:

Burt R. Willie  
VIAL FOTHERINGHAM, LLP  
515 South 400 East  
Salt Lake City, Utah 84111

By signing below, the undersigned, whose address is set forth hereinabove, accepts appointment as the registered agent.

VIAL FOTHERINGHAM, LLP

By: Burt R. Willie  
Burt R. Willie  
Its: Registered Agent

**ARTICLE VIII – APPOINTMENT OF BOARD OF DIRECTORS**

- 8.1 The Board shall be elected by the Members of the Association in accordance with the Declaration and the Bylaws of the Association.
- 8.2 The Association shall have one class of membership.

**ARTICLE IX – BOARD OF DIRECTORS**

9.1 Current Board. As of the date of the filing of these Articles, the following individuals are serving as the Board of Directors and are the Incorporators of the Association:

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Name

Address:

1. Merili Carter

524 Emerson Ave  
Salt Lake City UT 84105

2. Kelly Cunningham

5949 LaTour St  
SLC, UT 84121

3. Holly Pedler

1423 W Salvia Pl  
West Valley, UT 84119

**ARTICLE X - MISCELLANEOUS**

10.1 Dissolution. Upon dissolution, the assets of the Association shall be distributed in accordance with the Declaration and Condominium Ownership Act.

10.2 Manager. The Association may carry out through a managing agent any of its functions which are properly authorized by the Articles, Bylaws or Declaration. Any managing agent shall be an independent contractor and not an employee of the Association. The managing agent shall be responsible for managing the Property for the benefit of the Association and the Members and shall, to the extent permitted by law and the terms of the agreement with the Association, be authorized to perform any of the functions or acts required or permitted to be performed by the Association itself. Retention of a managing agent shall be within the Board's discretion and the Board is authorized to enter into a contract for services with the managing agent.

10.3 Amendment. Any amendment to these Articles shall require the affirmative vote, or written consent, of at least fifty-one percent (51%) of the total membership of the Association.

10.4 Resolutions & Rules. The Board may adopt, amend and repeal resolutions and rules for regulation and management of the affairs of the Association not inconsistent with these Articles, the Declaration, Bylaws or applicable Utah law.

10.5 Interpretation. The invalidity or unenforceability of any provision contained in these Articles shall not affect the validity or enforceability of the remainder hereof. These Articles have been prepared in conjunction with the Declaration & Bylaws and should be read and construed in light of that fact and liberally construed so as to affect all of the purposes of all three instruments.

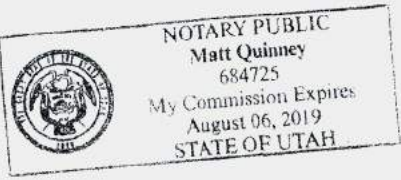
10.6 Limitation on Liability. The Directors, Officers and Members of the Association shall not be held personally liable for the debts and obligations of the Association.

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10.7 Indemnification. The Association shall and does hereby indemnify and hold harmless each person who shall serve at any time as a Director, officer of the Association, or a member of a duly formed committee, as well as such person's heirs and administrators, from and against any and all claims, judgments, and liabilities to which such persons shall become subject, by reason of that person having heretofore or hereafter been a Director, officer of the Association, or member of a committee or by reason of any action alleged to have been heretofore or hereafter taken or omitted to have been taken by him/her as such Director, officer, or committee member, and shall advance and reimburse any such person for all legal and other expenses reasonably incurred in connection with any such claim or liability; provided that the Association shall have the right, in its sole discretion, to defend such person from all suits or claims. However, that no such person shall be indemnified against or be reimbursed for or be defended against any expense or liability incurred in connection with any claim or action arising out of such person's intentional misconduct.

DATED this 28th day of November, 2016

By: [Signature]  
Its: Merill Carter  
Incorporator/ Board Member



STATE OF UTAH )  
: ss  
COUNTY OF SALT LAKE )

On the 28 day of November, 2016, the foregoing instrument was acknowledged and verified before me MERRILL CARTER, who personally appeared before me, and being by me duly sworn declare under penalty of perjury that he is one of the incorporators and Board Members of Jordan Meadow Townhome Owners Association, and that he signed the foregoing, and that the statements contained therein are true and correct.

In witness whereof, I have set my hand and seal this 28 day of November, 2016.

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 17 day of Jan 2017  
In this office of this Division and hereby issued  
This Certificate thereof.

[Signature]  
Notary Public

Examiner [Signature] Date 1/25/17



Kathy Berg  
Kathy Berg  
Division Director  
Articles of Incorporation  
Jordan Meadows Townhome Owners Association, Inc.  
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DATED this 12 day of Jan, 2017

By: Kelly J Cunningham  
Its: Incorporator/ Board Member

STATE OF UTAH )  
: ss  
COUNTY OF SALT LAKE )

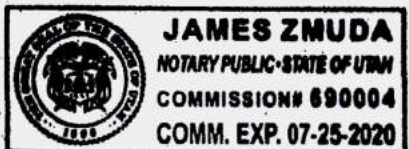
On the 12 day of JAN., 2017, the foregoing instrument was acknowledged and verified before me JAMES ZMUDA, who personally appeared before me, and being by me duly sworn declare under penalty of perjury that he is one of the incorporators and Board Members of Jordan Meadow Townhome Owners Association, and that he signed the foregoing, and that the statements contained therein are true and correct.

In witness whereof, I have set my hand and seal this 12 day of JAN, 2017.

James Zmuda  
Notary Public

DATED this 12<sup>th</sup> day of January, 2017

By: Holly Pedler  
Its: Incorporator/ Board Member



STATE OF UTAH )  
: ss  
COUNTY OF SALT LAKE )

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In witness whereof, I have set my hand and seal this 12 day of JAN, 2017.

James Zmuda  
Notary Public

