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Utah Div. of Corp. & Comm. Code

ARTICLES OF INCORPORATION

OF

THE VILLAGE AT WOLF CREEK HOMEOWNERS ASSOCIATION, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Utah, and in accordance therewith, hereby executes and acknowledges these Articles of Incorporation ("**Articles**") and certify as follows:

ARTICLE I

Name

The name of this nonprofit corporation shall be THE VILLAGE AT WOLF CREEK HOMEOWNERS ASSOCIATION, INC. (the "**Association**").

ARTICLE II

Purpose

The Association has been formed and organized in order to provide a governing entity for that certain residential subdivision known as "The Village at Wolf Creek" located in Weber County, Utah (the "**Project**") as such Project is more particularly identified and described in (A) that certain Amended and Restated Declaration of Covenants, Conditions, Restrictions and Reservations for The Village at Wolf Creek, which was recorded in the Weber County Recorder's Office on July 26, 2018, as Entry No. 2932712, including any supplements or amendments thereto (collectively, the "**Declaration**"), and (B) the Bylaws of The Village at Wolf Creek Homeowners Association, Inc., including any supplements or amendments thereto (collectively, the "**Bylaws**") which are attached as an exhibit to the Declaration. As more particularly set forth in the Declaration, the purpose of the Association is to provide various functions, and exercise various rights and powers, for the benefit of the Members of the Association.

ARTICLE III

Duration

The Association shall continue in existence perpetually unless dissolved earlier pursuant to the terms and conditions of the Declaration and/or the Bylaws, or pursuant to law.

ARTICLE IV

Powers

4.1 The Association shall have all powers, rights, and privileges available to nonprofit corporations under the laws of the State of Utah.

4.2 The Association shall have all powers and duties reasonably necessary to operate the Association as set forth in the Declaration, the Bylaws and the Rules and Regulations (collectively, the "**Governing Documents**") of the Association.

4.3 All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the Members of the Association in accordance with the provisions of the Declaration and/or Bylaws.

4.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and exercised pursuant to the Bylaws of the Association.

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4.5 The Association shall not have the authority to issue any shares, and is not organized for pecuniary profit. Notwithstanding the breadth of the powers of the Association as set forth under these Articles, no dividend shall be paid to, no part of the Association's funds shall be distributed to, and no part of any new income of the Association shall inure to the benefit of any of its Members, officers, directors or trustees, nor any other person, except in payment of certain costs as set forth under the Declaration and/or Bylaws of the Association.

ARTICLE V Members

5.1 The Association shall have voting Members who shall be the owners of Lots in the Project.

5.2 The Association shall not issue certificates to evidence membership. Membership shall be determined by ownership of a Lot as evidenced by the recording, in the Recorder's Office of Weber County, of a deed or other instrument legally establishing such ownership.

5.3 Change of membership in the Association shall be evidenced by the recording in the Recorder's Office of Weber County, of a deed or other instrument legally establishing a change in record title to a Lot.

5.4 Each membership in the Association shall be appurtenant to the Lot giving rise to such membership, and shall not be assigned, transferred, pledged, hypothecated, conveyed or alienated in any way except upon the transfer of title to said Lot and then only to the transferee of title to such Lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to a Lot shall automatically transfer the membership in the Association appurtenant thereto to the Lot's new Owner.

5.5 Each Lot Owner is required to be a Member of the Association. Likewise, each purchaser of a Lot, by virtue of accepting a deed or other document of conveyance thereto, shall automatically become a Member of the Association. Membership may not be partitioned from the ownership of a Lot.

5.6 The manner in which each Member may exercise his or her voting rights shall be as set forth in the Bylaws of the Association. Failure to comply with any of the Association's Governing Documents or with any other obligations of a Member may result in suspension of the right of a Member to vote during the period of delinquency as more particularly set forth in such Governing Documents.

5.7 All other matter regarding member in the Association shall be as set forth in the Governing Documents.

ARTICLE VI Board of Directors

6.1 Except where the vote of a required percentage of the Members is required by the Declaration, the affairs of the Association shall be managed by a Board of Directors (the "**Board**").

6.2 The Bylaws shall fix the number of Board members, their terms and qualifications, and the manner in which they are to be elected by the Members.

ARTICLE VII Officers

The Bylaws shall fix the number, designation, terms and qualification of officers. The officers shall be members of the Board and shall be elected by the Members as provided in Bylaws.

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ARTICLE VIII
Indemnification

As more particularly set forth in the Declaration, every member of the Board, every member of any committee formed by the Board or the Association, and every officer of the Association may be indemnified by the Association for certain expenses and liabilities that are reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a member of the Board, a member of any committee formed by the Association or an officer of the Association, or any settlement thereof, whether or not he or she is a member of the Board, a committee member or an officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member of the Board, member of any committee formed by the Association, or any officer may be entitled.

ARTICLE IX
Registered Agent

The Registered Agent of the Association shall be PMI of Utah, LLC located at 2940 W Maple Loop Drive, Suite 304, Lehi, Utah 84043.

ARTICLE X
Bylaws

The Bylaws of the Association may be altered, amended or revoked in the manner provided by the Bylaws.

ARTICLE XI
Amendments

Amendments to these Articles of Incorporation shall be proposed and adopted in compliance with the applicable provisions of the Utah Nonprofit Corporation Act, as may be amended from time to time. If no provision is made in such Act, and unless prohibited by any applicable law, these Articles may be made amended only upon the affirmative vote of 67% of the entire number of Members of the Association.

ARTICLE XII
Dissolution and Liquidation

Upon dissolution of the Association, the Board shall, after paying or making provision for the payment of all of the liabilities of the Association, adopt a plan for the distribution of the Association's assets. Upon such dissolution of the Association, the Board may elect to dedicate or transfer all or a portion of the Association's assets (including the Common Areas) to an appropriate public agency or authority to be used for purposes similar to those provided for in these Articles and the Declaration. In the event such dedication or transfer is not accepted, the Association's assets shall be transferred to a nonprofit corporation, trust, or other entity to be used for such similar purpose.

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ARTICLE XIII
Nonprofit Association

This Association is not organized for profit. No Member, officer, member of the Board, or other person or entity from whom the Association may receive any property or funds shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Association be paid as salary or compensation to, or distributed to, or inure to the benefit of any Member, officer, member of the Board, or other person or entity; provided, however, that (a) reasonable compensation may be paid to any Member, officer, member of the Board, or other person or entity while acting as an agent or employee of the Association for services rendered in effecting one or more of the purposes of the Association with the written approval of the Board, and (b) any Member, officer, member of the Board, or other person or entity while acting as an agent or employee of the Association may, from time to time, be reimbursed for actual and reasonable expenses incurred in connection with the administration of the affairs of the Association with the written approval of the Board.

ARTICLE XIV
Incorporator

Glenn Gallagher 2940 W Maple Loop Dr., Ste 304, Lehi UT 84043


ARTICLE XV
Capitalized Terms

The capitalized terms contained in these Articles are defined as set forth in these Articles and/or in the Declaration and/or Bylaws.

ARTICLE XVI
Conflict With Declaration and Bylaws

In the event of any conflict between the provisions of these Articles with the provisions of the Declaration, the Declaration shall govern. In the event of any conflict of the provisions of these Articles with the Bylaws, the Bylaws shall govern. Provided, however, if the provisions of the Declaration, the Bylaws or these Articles conflict with a mandatory provision of the Utah Revised Nonprofit Corporation Act or any other applicable laws of the State of Utah, such Act or applicable laws shall govern.

IN WITNESS WHEREOF, the above named incorporator hereby executes these Articles of Incorporation this 15th day of November, 2022.



Glenn Gallagher

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 12th day of NOV 20 22
In this office of this Division and hereby issued
This Certificate thereof.

Examiner DR Date 11/30/2022 **NOV 22 '22 AM 10:11**





Leigh Veillette
Division Director