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Date: 09/14/2020
Receipt Number: 8510069
Amount Paid: \$92.00



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Utah Div. of Corp. & Comm. Code

EXPEDITE

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

UPPER WHITEMORE PROPERTY OWNERS ASSOCIATION A Utah Nonprofit Corporation

I, the undersigned natural person of the age twenty-one (21) years or more, acting as incorporator under the Utah Revised Business Corporation Act §16-6a-101, *et seq.*, adopt the following Articles of Amendment to the Articles of Incorporation for said corporation.

The following Articles of Amendment to the Articles of Incorporation were adopted in their entirety to replace the original Articles of Incorporation.

ARTICLE I NAME

The name of this corporation is: **UPPER WHITEMORE PROPERTY OWNERS ASSOCIATION**

Utah Business Entity Number: **5985012-0140**

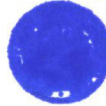
ARTICLE II DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE III PURPOSES

1. The corporation is organized and shall be operated as a nonprofit corporation for the purpose of maintaining and administering the common areas, collecting and disbursing the assessments and charges provided for in the Declaration and/or Bylaws, and otherwise administering, enforcing, and carrying out the terms, covenants, and restrictions of the Declaration,

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 14 day of SEP, 2020
in this office of this Division and hereby issued
This Certificate thereof.

Examiner LAL Date 09/15/20

Jason Sterzer
Division Director

Bylaws and any Rules and Regulations of the Upper Whittemore Property Owners Association ("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 corporation 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 corporation shall have voting Members. The terms and conditions of Membership are set forth in the Declaration and Bylaws of the Association. Members are entitled to vote in the affairs of the Association, and each Member is entitled to voting rights as set forth in the Declaration and Bylaws. Each Owner is a Member pursuant to their taking title of a Lot within Upper Whittemore Property Owners Association. The Association will not issue any shares of stock.

ARTICLE V BYLAWS

The Association is governed by a Board of Trustees in accordance with the Bylaws and Declaration of the Association, which may be amended from time to time. Trustees are elected in accordance with the Bylaws.

ARTICLE VI TRUSTEES AND OFFICERS

The Association shall be governed by a Board of Trustees and shall consist of between three (3) and five (5) Board members (the number to be determined by the Board) who shall be Owners of the Lots.

The principal officers of the Association shall be a president, a vice-president, a secretary and a treasurer, each to be elected by the Board of Trustees at the annual meeting of shareholders. Officers shall be members.

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

The name and address of this corporation and registered office is:

Richards Law, PC
4141 So. Highland Drive, Ste. 225
Salt Lake City, UT 84124

**ARTICLE VIII
INCORPORATOR**

The Name and Address of the Incorporator is:

John D. Richards, Esq.
Richards Law, PC
4141 So. Highland Drive, Ste. 225
Salt Lake City, UT 84124

**ARTICLE IX
DISTRIBUTIONS**

No part of the net earnings of the corporation 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 X
ASSESSMENTS**

The shareholders of the corporation shall be subjected to assessments and shall be liable to the corporation for payment of such assessments for the upkeep, maintenance and operation of the asset(s) of the corporation. Such assessments shall be payable in annual, quarterly or monthly installments, with such due dates as may be established by the Board of Trustees.

Each and every shareholder of the corporation, upon failure to pay any assessment when due, or within fifteen (15) days after notice of default of payment of the same, shall thereafter have no right to use any of the assets owned by the corporation. Upon payment of all past sums due, together with any interest and costs and attorney fees incurred or expended in the collection thereof, such shareholder shall be reinstated as an active shareholder of the corporation and shall again have all of its rights and privileges to use the assets of the corporation.

The Association reserves the right to levy and collect assessments pursuant to the Declaration and Utah law, including any reasonable costs of collection thereof, which shall be a charge on the land and a continuing lien upon the property against which each assessment is made. Each such assessment, together with such interest thereon, and reasonable costs of collection, shall also be the personal obligation of the Owner of such property at the time the assessment fell due.

ARTICLE XI 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 XII INDEMNIFICATION

The corporation shall indemnify any Trustee of the corporation, or any person who may have served at its request, against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which the Trustee is made a party by reason of being or having been such Trustee, and shall incur no personal liability or legal responsibility, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be intentional conduct.

ARTICLE XIII 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 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 in no way affect the manner in which any provision hereof is construed. Whenever the context so requires, the singular includes the plural, the plural includes the singular, the whole includes any part thereof, and any gender includes both genders. The invalidity or unenforceability of any provision contained in these Articles does not affect the validity or enforceability of the remainder hereof. These Articles have been prepared in conjunction with the Declaration and should be read in light of that fact and liberally so as to effect the purposes of both

instruments. In the event of a conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration prevail.

3. Date of Adoption. The date of the foregoing amendments' adoption is the date evidenced below.

4. Amendment Adopted by Members. The foregoing amendments were adopted by the Board of Trustees without member approval, which is not required, and the number of votes cast for the amendments was sufficient for approval. No other approval was required.

IN WITNESS WHEREOF, I, John D. Richards, Esq., have executed these Articles of Incorporation in duplicate this 14th day of September, 2020, and say:

That I am an incorporator herein; that I have read the above and foregoing Articles of Incorporation and know the contents thereof and that the same are true to the best of my knowledge and belief, excepting as to matters I believe to be true and as to matters herein alleged upon information and belief.



Incorporator