

**ARTICLES OF INCORPORATION  
OF  
DRASEL HOMEOWNERS ASSOCIATION, INC.**

**A Nonprofit Corporation**

THE UNDERSIGNED, a natural person, the age of eighteen (18) years or more, acting as a Director of a nonprofit corporation under the Utah Revised Nonprofit Corporation Act, adopts the following Articles of Incorporation for such nonprofit corporation:

**ARTICLE I**

**NAME**

The name of the nonprofit corporation is DRASEL HOMEOWNERS ASSOCIATION, INC. (the “**Association**” or the “**Company**”).

**ARTICLE II**

**DURATION**

The period of duration of the Association is perpetual.

**ARTICLE III**

**PURPOSES/POWERS**

**Section 3.1 General Purpose.** The Association is organized exclusively under the laws of the State of Utah as a nonprofit association of lot owners for the purpose of the administration and operation of common areas and limited common areas in a condominium project located in Weber County, Utah (the “**Project**”), and to enforce the covenants, conditions, and restrictions on the lots within the project as set forth in the declaration of covenants, conditions and restrictions for the Project, as amended (the “**Declaration**”), and to provide the other services, and perform all of the other functions set forth in the Declaration and as may become desirable or necessary for the benefit of the Members.

**Section 3.2 Powers.** Subject to the purposes set forth in Section 3.1 above and all other limitations set forth herein, the Association will have all of the powers, rights, and privileges available to nonprofit corporations under the laws of the State of Utah.

## **ARTICLE IV**

### **MEMBERSHIP**

**Section 4.1 Members.** The Association will have one or more Members. The Members of the Association must all be the owners of condominium units in the Project. Membership is deemed an appurtenance to the condominium unit, and will pass automatically to the owner of that condominium unit upon conveyance of title. The Association will not have stock or issue shares. Membership is appurtenant to, and inseparable from, ownership of a unit.

**Section 4.2 Member Voting Rights.** As more fully set forth in the Covenants, Conditions and Restrictions and By-Laws of the Association, the Association will have only one class of voting membership. The Members are all of the condominium unit owners and are entitled to one vote for each condominium unit owned.

## **ARTICLE V**

### **NO DISTRIBUTIONS**

The Association is not organized for profit, and no part of the net earnings of the Association will inure to the benefit of, or be distributable to its Members, Directors, Officers or other private persons, except that, as fully set forth in the Covenants, Conditions and Restrictions or the By-Laws of the Association, the Association will 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 VI**

### **MEMBER ASSESSMENTS**

Assessments of the Members, as called for in the Declaration, may be levied by the Association as set forth in the By-Laws and the Declaration of the Association.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

**7.1 Board of Directors.** The Association will be governed by, and management of the Association will be vested in, a Board of Directors, which is identical to the Management Committee. The Board of Directors will have authority to manage and control the property and affairs of the Association and the Project.

**7.2 Current Board.** The initial Board of Directors shall consist of one (1) person. The name and address of the person who currently serves as the Director of the Association, until

their respective successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
James Fawson	P.O. Box 881, Morgan, UT 84050

**7.3 Succession.** The Board of Directors (or Management Committee) will be continued, changed, modified, and appointed in accordance with the By-Laws of the Association.

### **ARTICLE VIII**

#### **PRINCIPAL PLACE OF BUSINESS AND INITIAL OFFICE**

The current principal place of business of the Association is 2225 Washington Blvd. #200, Ogden, UT 84401. The Association may establish such other offices and locations as it deems appropriate for the operation of its business.

### **ARTICLE IX**

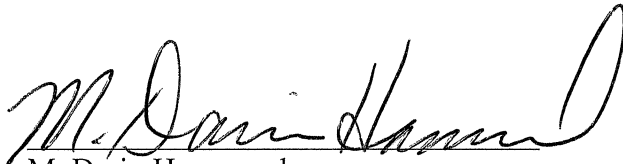
#### **REGISTERED AGENT AND OFFICE**

The name and address of the registered agent of the Association is:

M. Darin Hammond  
SMITH KNOWLES, P.C.  
2225 Washington Blvd., Suite 200  
Ogden, UT 84401

The undersigned hereby accepts appointment as registered agent of the Company.

**REGISTERED AGENT:**

  
M. Darin Hammond

## ARTICLE X

### **LIMITATION OF PERSONAL LIABILITY OF DIRECTORS AND OFFICERS**

The Directors and Officers of the Association will have no personal liability whatsoever to the Association or its Members for monetary damages for any action taken or any failure to take any action, as a Director or Officer, except for liability for:

- (a) Acts or omissions which involve intentional misconduct, fraud or knowing violation of the laws;
- (b) The amount of financial benefit received by a Director to which he or she is not entitled;
- (c) The payment of distributions in violation of UTAH CODE ANN. § 16-6a-824, and successor statutes; or
- (d) An intentional violation of criminal law.

## ARTICLE XI

### **BY-LAWS AND RULES AND REGULATIONS**

The Board of Directors may adopt, amend, repeal, and enforce Covenants, Conditions, and Restrictions as well as By-Laws of the Association and reasonable rules and regulations governing the operation of the Association, to the extent that he same are not inconsistent with these Articles of Incorporation or the Declaration. The Covenants, Conditions, and Restrictions as well as By-Laws of the Association may establish procedures and methods whereby these Articles, Covenants, Conditions, and Restrictions as and By-Laws of the Association, or rules and regulations for the Association may be amended or modified.

## ARTICLE XII

### **DISSOLUTION**

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

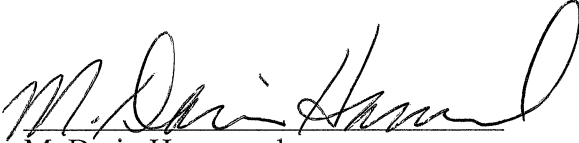
**ARTICLE XIII**

**AMENDMENT TO ARTICLES OF INCORPORATION**

Amendment to the Articles of Incorporation requires the approval of at least two-third (2/3) vote of the members of the Corporation.

WHEREFORE, the undersigned duly authorized Director has executed these Articles on behalf of the Company pursuant to proper authority of the board of directors this 29 day of June, 2017.

**INCORPORATOR:**

  
M. Darin Hammond