

**ARTICLES OF INCORPORATION  
OF  
THE EDEN CENTER CONDOMINIUM ASSOCIATION, INC.**

**ARTICLE ONE  
NAME**

The name of the corporation is THE EDEN CENTER CONDOMINIUM ASSOCIATION, INC. (hereinafter, the "Corporation").

**ARTICLE TWO  
PURPOSE**

The purposes of the Corporation are to own, operate and maintain Common Area properties and facilities, (Common Area) consisting of private roads, gates and property and facilities thereunto appertaining in Weber County, State of Utah, for the use and benefit of the property in Eden Center, in accordance with the Bylaws of the Association (Property).

The Association shall have the power to enforce the provisions of the Declaration of restrictive covenants relating to the Properties prepared and recorded by WOPWOM LLC, a Utah Limited Liability Company (Declarant). The Association shall have and exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which a corporation organized under the Utah Non-Profit Corporation and Cooperative Association Act by many now or hereafter have or exercise.

The Corporation is a non-profit Corporation formed under the Utah Revised Non-Profit Corporation Act and in accordance with Internal Revenue Code § 528. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except 1) for rebates of excess dues, fees, or assessments, and 2) the Corporation 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 this Article. The Corporation shall not carry on any other purposes not permitted to be carried on by an organization exempt from federal income tax under § 528 of the Internal Revenue Code.

**ARTICLE THREE  
INCORPORATOR**

The name and address of the incorporator is:

Eric K. Smith                      c/o Gordon H. James  
2246 N. University Park Blvd., Layton, UT 84041

**ARTICLE FOUR  
REGISTERED OFFICE/AGENT**

The address of the initial registered office of the corporation is 2246 N. University Park Blvd., Layton, Utah 84041. The initial registered agent for the Corporation at the aforesaid address shall be Gordon H. James.

**ARTICLE FIVE  
MEMBERSHIP AND VOTING RIGHTS**

Every Owner shall be deemed to have a membership in the Association. The Association shall have one class of membership, and each Member may also be called an Owner. Members shall be entitled to one (1) equal vote for each Unit in which they hold the interest required for membership.

No Owner, whether one (1) or more Persons shall have more than one (1) membership per Unit owned. In the even the Owner of a Unit is more than one (1) Person, votes and rights of use and enjoyment shall be as provided herein. The rights and privileges of membership may be exercised by a Member or the Member's spouse, subject to the provisions of this Article and the Bylaws. The membership rights of a Unit owned by a corporation, partnership, or other legal entity shall be exercised by the individual designated from time to time by the Owner in a written instrument provided to the Association Secretary, subject to the provisions of this Article and the Bylaws.

In any situation where a member is entitled personally to exercise the vote for his Unit and more than one (1) Person holds the interest in such Unit required for membership, the vote for such Unit shall be exercised as those Persons determine amongst themselves and so advise the Secretary of the Association, in writing, prior to any meeting. In the absence of such advice, the Unit's vote shall be suspended if more than one (1) Person seeks to exercise it.

**ARTICLE SIX  
BYLAWS**

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

**ARTICLE SEVEN  
DURATION**

The duration of the Corporation shall be perpetual, unless earlier dissolved in accordance with these Articles, the Bylaws, or by operation of law.

**ARTICLE EIGHT  
DISSOLUTION**

The Association may be dissolved with the vote or written consent of the membership representing at least a majority of the voting power of the Association, subject to the requirements of the Declaration.

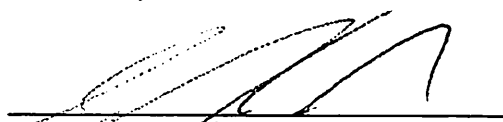
Upon the winding up and dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such dedication is refused acceptance, such assets shall be disposed of in such manner as may be directed by decree of the Second District Court of Weber County, State of Utah, upon petition therefore by any person concerned in the liquidation.

**ARTICLE NINE  
TRUSTEES**

The number of trustees constituting the initial Board of Trustees of the Corporation is three (3). The name and address of each person who is to serve as members of the initial Board of Trustees of the Corporation is:

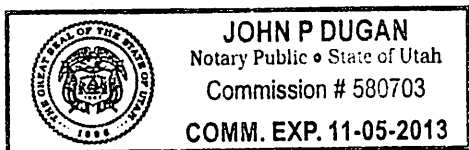
<u>Name</u>	<u>Address</u>
1) Eric K. Smith	2246 N. University Park Blvd., Layton, UT 84041
2) Robert MacCulloch	2246 N. University Park Blvd., Layton, UT 84041
3) Herman Jorgens	2246 N. University Park Blvd., Layton, UT 84041

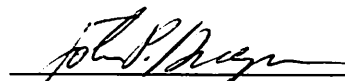
IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 3<sup>rd</sup> day of December, 2012.

  
Eric K. Smith, Incorporator

STATE OF UTAH            )  
                                  ss.  
COUNTY OF WEBER        )

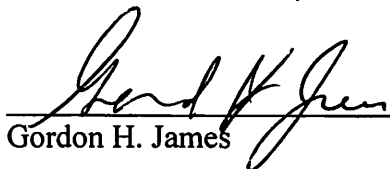
On this 3 day of December, 2012, personally appeared before me Eric K. Smith, incorporator of EDEN CENTER CONDOMINIUM ASSOCIATION, INC., a Utah non-profit corporation, who duly acknowledged to me that he executed the foregoing Articles of Incorporation.



  
NOTARY PUBLIC

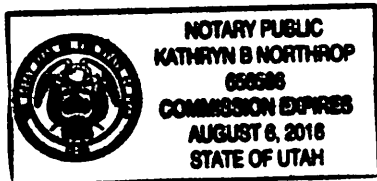
**ACCEPTANCE OF APPOINTMENT**

I, Gordon H. James, do on this 17 day of December, 2012, accept the appointment as the Registered Agent for EDEN CENTER CONDOMINIUM ASSOCIATION, INC.

  
Gordon H. James

STATE OF UTAH            )  
                                  ss.  
COUNTY OF WEBER        )

On this 17 <sup>Davis</sup> day of December, 2012, personally appeared before me Gordon H. James, who acknowledged his acceptance of appointment as Registered Agent for EDEN CENTER CONDOMINIUM ASSOCIATION, INC.



  
NOTARY PUBLIC