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MAR 22 2018

Utah Div. Of Corp. & Comm. Code

**ARTICLES OF INCORPORATION**  
for  
**BIG SKY ESTATES NO. 1 IMPROVEMENT ASSOCIATION, INC.**

The undersigned adult natural person, acting as incorporators, hereby establishes a nonprofit corporation pursuant to the Utah Revised Nonprofit Corporation Act (the "Act") and adopts the following articles of incorporation for such corporation;

**I.**

**NAME**

The name of the corporation is Big Sky Estates No. 1 Improvement Association, Inc. (hereinafter the "Association").

**II.**

**DURATION**

The Association shall have perpetual existence.

E# 2915850 PG 1 OF 6  
LEANN H KILTS, WEBER COUNTY RECORDER  
18-APR-18 2:14 PM FEE \$65.00 DEP TN  
REC FOR: BIG SKY ESTATES

**III.**

**PURPOSES AND POWERS**

1. **Purposes** The Association is organized as a nonprofit corporation and shall be operated only to maintain the Association's road system. The Association will improve the roads to promote the safe passage and convenience of all members of the Association in connection with Big Sky Estates.
2. **Powers** In furtherance of the foregoing purposes, but not otherwise, and subject to the restriction set forth in Section 3 of this article, the Association shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Utah and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.
3. **Restrictions Upon Purposes and Powers** The foregoing purposes and powers of the Association are subject to the following limitations:
  - a. **Earnings of Association** That no part of the net earnings of the Association (if

any) shall inure to the personal benefit of any member of the Association; however, this restriction shall not limit or impair the Association's right to compensate Members for services rendered or for goods sold or leased to the Association;

b. **Nonprofit Organization** That the Association shall be organized and operated exclusively for non-profitable purposes as set forth in Section 528 of the Internal Revenue Code as it is now or may hereafter be amended, or in any corresponding provision of any future law of the United State of America providing for exemption of similar organizations from income taxation; and

c. **Association Participating in Litigation** The Association shall not participate in any litigation which is, or purports to be, a "class action" without first obtaining approval of at least 75 percent of its Members.

4. **Dividends, Distribution, etc.** The Association shall not pay any dividends. No distribution of the corporate assets to Members (as such) shall be made except as permitted by the Internal Revenue Code. Upon dissolutions of the Association, the assets shall be distributed as provided in Article X herein.

#### 5. **MEMBERSHIP AND VOTING**

a. **Members** The Association shall have Members. Every Owner of a Lot which is subject to assessment shall be a Member of the Association. Each membership shall be pertinent to and may not be separated from, ownership of the lot to which the membership is attributable.

b. **Stock** No stock in the Association shall be issued. The Board may, in its discretion, issue certificates evidencing a Member's membership in the Association. A person's membership, however, is not affected by the holding of such a certificate and a Member is entitled to all the benefits and subject to all obligation of membership whether or not the Member holds a membership certificated.

c. **Voting** The Association shall have one class of voting membership. Each Lot shall be entitled to one vote on any given matter, regardless of the number of Members owing an interest in such Lot. The Members owning a particular Lot are authorized to cast the vote attributable to the Lot. The Board may suspend the voting rights of Members for a particular Lot if the Members are in violation of the Declaration. The Association shall have no vote as to Lots owned by it.

- d. **Right to Vote** No change in the ownership of a membership shall be effective for voting purposes unless and until the Board is given actual written notice of such change and is provided satisfactory proof thereof. The vote for each Lot must be cast as a unit, and fractional votes shall not be allowed. If a Lot is owned by more than one person or entity and such owners are unable to agree among themselves as to show their vote or votes shall be cast, they shall not be entitled to vote on the matter in question. If any Member casts a vote representing a certain Lot, it will thereafter be conclusively presumed for all purposes that he was acting with the authority and consent of all other Owners of the same Lot unless objection thereto is made at the time the vote is cast. If more than one vote is cast for particular Lot, none of the said votes shall be counted and all said votes shall be deemed void. Voting by proxy is allowed as set forth in the Association's Bylaws.
- e. **No Cumulative Voting** In any election of the members of the Board, the Owner(s) of a given Lot shall collectively have one vote for each Director position to be elected. The candidate receiving the highest number of votes for a given Director position shall be deemed elected to such position. Cumulative voting shall not be allowed in the election of members of the Board or for any other purpose.
- f. **Transfer of Membership** The rights and obligations of memberships in the Association shall not be assigned, transferred, pledged, conveyed or alienated in any way except upon transfer of ownership to an Owner's Lot and then only to the new Owner of the Lot. A transfer of ownership to a Lot may be affected by deed, intestate succession, testamentary disposition, foreclosure of a mortgage of record, or such other legal process as now in effect or as may hereafter be established under or pursuant to the laws of the State of Utah. Any attempt to make a prohibited transfer shall be void. Any transfer of ownership to a Lot shall automatically transfer the membership appurtenant to said Lot to the new Owner thereof.

## 6. SHARE OF STOCK

The Association shall not issue any shares of stock.

## 7. DIRECTORS

The management of the affairs of the Association shall be vested in a Governing Board of Directors, except as otherwise provided in the Act, these articles of incorporation or the bylaws of the Association. The number of Directors, their classification, if any, their terms of office and

the manner of their election or appointment shall be determined according to the bylaws of the Association from time to time in force.

Five Directors shall constitute Governing Board of Directors. Their names and addresses are as follows:

1. Frank C. Wood, 2389 N. Panorama Cir. Eden, Utah 84310
2. Luke Zeleznick, 2324 N. Panorama Cir, Eden, Utah 84310
3. Cheryl Allen, 2277 Panorama Cir, Eden, Utah 84310
4. Dave Mariani, 2337 Panorama Cir, Eden, Utah 84310
5. Paul LaStayo, 4075 Blue Bell, Eden, Utah 84310

## **8. BYLAWS**

The initial bylaws of the association shall be those currently adopted as the bylaws of the Association. The bylaws of the Association may contain any provisions for the regulation or management of the affairs of the Association which are not inconsistent with law or these articles of incorporation, as these articles may from time to time be amended.

## **9. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT**

The address of the initial principal office of the Association is Big Sky Estates Improvement Association, Inc. 2389 N. Panorama Cir, Box370 Eden, Utah 84310. The address of the initial registered office is the same as the initial principal office. The name of the Association's registered agent at such address is Frank C Wood

## **10. DISSOLUTION**

The Association may be dissolved only upon termination of the Restrictive Covenants for the Big Sky Estates. Written notice of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets, as set forth below, shall be mailed to every Member at least 90 days in advance of any action taken. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be distributed according to the provisions of the Act.

**11. INCORPORATOR**

The name and address of the incorporator of this Association is:  
Frank Wood 2389 N Panorama Cir., Eden UT, 84310

**12. AMENDMENT**

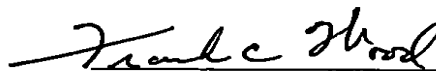
The Association may amend these Articles of Incorporation by a vote of not less than 66.7% of the members.

IN WITNESS WHEREOF, I, Frank C. Wood have executed these Articles of Incorporation this 22nd day of March, 2018, and say: That I am the incorporator herein and have read the above and foregoing Articles of Incorporation and know the contents thereof and that the same is true to the best of my knowledge and belief.



**ACKNOWLEDGMENT OF ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts and acknowledges appointment as the initial registered agent of the Association named above.





Mar 22, 18

DIRECTOR  
INCORPORATOR

Big Sky Estates No. 1 Improvement Association, "Articles of Incorporation" for all lots of Big Sky Estates No. 1 Weber County, Utah Lots 1-47 - Lots 13 and 14 combined into one parcel, all listed by Parcel numbers:

220410001	220410013	220420001	220420014
220410002	220410014	220420002	220420015
220410003	220410015	220420003	220420016
220410004	220410016	220420004	220420017
220410005	220410017	220420005	220420018
220410006	220410018	220420006	220420019
220410007	220410019	220420007	220420020
220410008	220410020	220420008	220420021
220410009	220410021	220420009	220420022
220410010	220410022	220420010	220420023
220410011	220410023	220420012	220420024
220410012		220420013	

On the 18 day of April, personally appeared before me, Frank C. Wood, Registered Agent for Big Sky Estates No.1 Improvement Association, Inc. , Who acknowledges the foregoing "Articles of Incorporation", have been executed on behalf of said corporation by the authority of a majority of the Property Owners on March 21, 2018 and the Board of Directors, April 17, 2018.

Signature Frank C Wood Dated 4/18/2018

Notary Tressa Heil Dated 4-18/2018

