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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
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SALT LAKE CITY UTAH 84020
BY: SAM, DEPUTY - MA 4 P.

**ARTICLES OF INCORPORATION
OF
HEATHERWOOD VILLAGE
HOMEOWNERS ASSOCIATION, INC.
A NON-PROFIT CORPORATION**

The undersigned natural person over the age of eighteen (18) years, acting as the incorporator of a non-profit corporation under the Utah Revised Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation for said corporation:

**ARTICLE I
NAME**

The name of the corporation hereby created shall be HEATHERWOOD VILLAGE HOMEOWNERS ASSOCIATION, INC.

**ARTICLE II
DURATION**

The corporation shall continue in existence perpetually unless dissolved according to law.

**ARTICLE III
PURPOSES**

The purposes for which the corporation is organized are:

- a. To engage in the business of property management and to act as an agent for its members in acquiring, holding, improving, and otherwise dealing with and in respect of real property and real property improvements;
- b. To engage in such other business activities and pursuits as may be reasonably related to the foregoing;
- c. To engage in any and all other lawful purposes, whether similar or dissimilar to the foregoing.

ARTICLE IV
MEMBERSHIP

The corporation shall have members consisting of persons owning one (1) or more of the planned unit development units (hereinafter designated as the "Units") contained within the Heatherwood Village Planned Unit Development Project (hereinafter designated as the "Project") situated within Salt Lake County, State of Utah. Each Unit shall be as shown on the subdivision plat for the project. Improvements on the Project lots may consist of structures containing one or more residential Unit, as more fully specified on the official subdivision plat, in the Declaration of Covenants, Conditions and Restrictions of the Heatherwood Village Planned Unit Development, and in the Bylaws of the corporation. There shall be one (1) membership in the corporation appurtenant to each of the Units. No person who has conveyed or otherwise disposed of that person's ownership interest in a Unit shall thereafter be entitled to hold or to retain the membership in the corporation which is appurtenant to that Unit. The conveyance or other disposition by a person entitled to membership in the corporation of all such person's ownership in a Unit shall be deemed to constitute, and may be treated by the corporation as, a transfer and conveyance of such membership to such person who is the successor-in-interest in ownership of the Unit; and the corporation shall be entitled to change its records to reflect the new ownership of that membership interest. Upon dissolution of the corporation, the rights of the members in the assets of the corporation and any distributions by the corporation shall be in the proportions in which the common areas of the Project are owned by the members.

ARTICLE V
EVIDENCE OF MEMBERSHIP

Membership in the corporation shall be evidenced and shown on the records of the corporation and shall be appurtenant to the respective Units. The voting rights of the members shall be the proportions in which the common areas of the Project are owned by the respective Units. If a particular Unit is owned by more than one (1) person, the membership with relation to such Unit shall be in the names of all persons having ownership interest therein, but shall not have more than one (1) vote.

ARTICLE VI **DIRECTORS**

The corporation shall have a Board of Directors which shall consist of three (3) Directors. At the first annual meeting, the members shall elect one (1) Director to serve for a term of one (1) year; one (1) Director to serve a term of two (2) years; and one (1) Director to serve a term of three (3) years; and at each annual meeting thereafter the members shall elect one (1) Director for a term of three (3) years. If the majority of the members decides to increase the number of Directors from time to time, the members shall have the right to fill vacancies occasioned by such increase, and such newly elected Directors shall serve terms of three (3) years each and until their successors are duly elected and qualified.

ARTICLE VII **REGISTERED AGENT AND OFFICE**

The address of the principal office of the corporation, and the name of the Registered Agent at that office, are:

NAME
Brian L. Rindlisbacher

ADDRESS
11650 South State St., Suite 300
Draper, UT 84020


**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator of the corporation is:

NAME
Brian L. Rindlisbacher

ADDRESS
11650 South State St., Suite 300
Draper, UT 84020

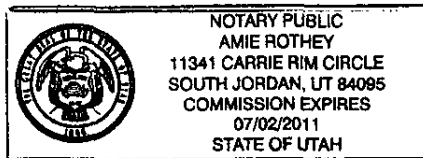
DATED this 15th day of August, 2008.



Brian L. RINDLISBACHER, Incorporator
and Registered Agent

State of Utah
County of Salt Lake

Subscribed and sworn before me this 15th
day of August 2008.





Notary Public
My Commission Expires 7/02/11