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RICHARD T. MAUGHAN  
DAVIS COUNTY, UTAH RECORDER  
9/13/2022 1:57:00 PM  
FEE \$46.00 Pgs: 5  
DEP eCASH REC'D FOR VIAL FOTHERINGHAM LLP

**ARTICLES OF INCORPORATION  
SUNSET TOWNHOMES OWNERS' ASSOCIATION, INC.  
(NON-PROFIT)**

**PROPERTY DESCRIPTION**

<b>Lot</b>	<b>Parcel Number</b>	<b>Legal Description</b>	<b>Ownership Interest</b>
1	13-362-0001	All of Unit 1, Sunset Townhomes. Cont. 0.02000 Acres	7.692%
2	13-362-0002	All of Unit 2, Sunset Townhomes. Cont. 0.02000 Acres	7.692%
3	13-362-0003	All of Unit 3, Sunset Townhomes. Cont. 0.02000 Acres	7.692%
4	13-362-0004	All of Unit 4, Sunset Townhomes. Cont. 0.02000 Acres	7.692%
5	13-362-0005	All of Unit 5, Sunset Townhomes. Cont. 0.02000 Acres	7.692%
6	13-362-0006	All of Unit 6, Sunset Townhomes. Cont. 0.02000 Acres	7.692%
7	13-362-0007	All of Unit 7, Sunset Townhomes. Cont. 0.02000 Acres	7.692%
8	13-362-0008	All of Unit 8, Sunset Townhomes. Cont. 0.02000 Acres	7.692%
9	13-362-0009	All of Unit 9, Sunset Townhomes. Cont. 0.02000 Acres	7.692%
10	13-362-0010	All of Unit 10, Sunset Townhomes. Cont. 0.02000 Acres	7.692%
11	13-362-0011	All of Unit 11, Sunset Townhomes. Cont. 0.02000 Acres	7.692%
12	13-362-0012	All of Unit 12, Sunset Townhomes. Cont. 0.02000 Acres	7.692%
13	13-362-0013	All of Unit 13, Sunset Townhomes. Cont. 0.02000 Acres	7.692%

The herein-described incorporator of a non-profit corporation pursuant to the Utah Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation for said corporation:

**ARTICLE I  
NAME**

The name of the nonprofit corporation is SUNSET TOWNHOMES OWNERS' ASSOCIATION, INC., hereinafter "the Association".

**ARTICLE II  
DURATION**

The duration of the Association shall be perpetual unless earlier dissolved pursuant to law.

**ARTICLE III  
PURPOSES**

The Corporation is organized exclusively for non-profit purposes, and the specific purposes for which this non-profit corporation is organized are to manage, operate, insure, construct, improve, repair, alter and maintain the Common Areas and to provide certain facilities, services and other benefits to the Owners (defined in the Declaration, as hereinafter described) within that real property located in Davis County, State of Utah, more particularly described in the Declaration, and to promote the health, safety and welfare of the residents within the above described real property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For this purpose, the Association is authorized to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain "Declaration of Protective Covenants, Conditions, & Restrictions for Sunset Townhomes Owners' Association" recorded in the Davis County Recorder's Office as Entry No. 3468234, Book 7981, Pages 630-639 (the "Declaration"), as amended from time to time, and any other applicable Declarations or Amended Declarations which may be recorded from time to time;
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) Acquire (by gift, purchase, or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) Borrow money, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Owners; provided, however, that the Association may grant such easements as shall be necessary for the development of the Property without the consent of the Owners;

(f) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Utah may now or hereafter have or exercise.

#### **ARTICLE IV MEMBERSHIP**

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot (as defined in the Declaration) which is subject to the Declaration, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest in any Lot merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

#### **ARTICLE V VOTING RIGHTS**

The members of the Association shall have voting powers as set forth in the Declaration.

#### **ARTICLE VI SHARES AND STOCK**

The Association will not issue stock or shares evidencing membership or interest in water or other property rights.

#### **ARTICLE VII BOARD OF DIRECTORS**

The affairs of the Association shall be managed by the Board of Directors. The duties, qualifications, number and term of the members of the Board of Directors and the manner of their election, appointment, and removal shall be as set forth in the Declaration and the bylaws of the Association. However, prior to the Turnover Date (as defined in the Declaration), if a Board of Directors has not been elected or appointed, the Declarant (as defined in the Declaration) shall be authorized to exercise all of the powers that would otherwise be exercised by the Board of Directors.

#### **ARTICLE VIII DISSOLUTION**

The incorporated Association may be dissolved in accordance with Utah law and the Declaration. Upon dissolution, the assets of the corporation shall be divided among all of its members according to the number of Lots they own.

**ARTICLE IX  
REGISTERED OFFICE AND AGENT**

The address of the initial designated and registered office of the Corporation is 301 East 4500 South, Suite 102, Murray, UT 84102 and the name of the registered agent at such address is Jacob M. Miller, Esq.

**ARTICLE X  
PRINCIPAL ADDRESS**

The principal address of the Corporation is 1133 N. Main St., Ste 300, Layton, UT 84041.

**ARTICLE XI  
CORPORATION POWERS**

The Corporation shall have such powers and authority as are provided by Statute, Section 16-16a-101, et seq. Specifically, the Corporation shall have power and authority to sue or be sued and defend in the Corporate name; maintain a corporate seal; receive gifts, devisees, bequests or personal and real property, to purchase or lease personal or real property and to otherwise acquire, hold, improve, use, and possess the same; to convey, mortgage, pledge, lease, exchange, transfer, bargain, or otherwise dispose of any or all of its property and assets; to conduct its normal and ordinary affairs, transact business, and carry on operations with such offices as are necessary within the State of Utah or the Continental United States; to elect a Management Committee, and to appoint officers and agents of the Corporation and to define, by bylaw and otherwise, the duties and compensation of said officers and agents; to make and later by-laws and resolutions, not otherwise inconsistent with the Articles of Incorporation, the Declaration or the laws of the State of Utah for the administration of the affairs of the Corporation; to indemnify any director, officer, or agent of the Corporation for expenses actually and necessarily incurred in furthering the activities and operations of the Corporation or in the defense of any litigation or action in which any said Management Committee member, officer, or agent is made a party; and to exercise all other powers necessary and reasonably convenient to effect any and all of the purposes for which the Corporation is now authorized or hereafter may be authorized by the laws of the United States and the State of Utah.

**ARTICLE XII  
LIABILITY**

To the fullest extent allowed under the law, the Board of Directors, directors, officers, employees and members of the Corporation shall not be liable, either jointly or severally, for any obligation, indebtedness or charge against the Corporation. The provisions of this Article shall apply, without limitation, to Boards of Directors, directors, officers, employees and members of the Corporation whether they are current, prior, or are or were appointed prior to the Turnover Date.

**ARTICLE XIII  
INDEMNITY OF THE BOARD OF DIRECTORS**

The Corporation shall indemnify any and all of its members of the Board of Directors or officers, or former members of the Board of Directors or former officers, or any person who may have served at its request as a member of the Board of Directors in the manner provided in the Declaration and the bylaws of the Association, including, without limitation, members, officers, or persons who served prior to the Turnover Date.

**ARTICLE XIV  
AMENDMENT**


At all times on or prior to the Turnover Date, these Articles of Incorporation may only be amended by a written instrument approved by the Declarant. After the Turnover Date, any amendment to these Articles of Incorporation shall require the assent of Owners holding sixty-seven percent (67%) of the voting interest.

**ARTICLE XIV  
INCORPORATOR**

The name and address of the incorporator is JAG Properties, LLC, 1133 North Main St. Layton, UT 84041.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Utah, the undersigned, authorized by and acting on behalf of the incorporator of the Association, hereby executes these Articles of Incorporation, which have been approved by the Corporation, this 13th day of September, 2022.


BY:

  
Name: Gary Andersen

Title: Managing Member of JAG Properties, LLC

STATE OF UTAH    )  
                                  ) SS:  
COUNTY OF UTAH )

On the 13<sup>th</sup> day of September, 2022, the foregoing did execute this document who by me being duly sworn, did represent that he is the Managing Member of JAG Properties, LLC, a Utah limited liability company.

  
Bryce Levey  
Notary Public

