

**DECLARATION OF CONSOLIDATION
FOR
TUHAYE HOME OWNERS ASSOCIATION
AND
CHRISTOPHER COMMUNITIES AT TUHAYE HOMEOWNERS ASSOCIATION, INC.**

RECITALS

- A. WHEREAS, Tuhaye is a planned-unit development located in Wasatch County, Utah (the "Project");
- B. WHEREAS, Articles of Incorporation of the Tuhaye Home Owners were filed with the Utah Division of Corporations and Commercial Code on February 6, 2003, thereby establishing the Tuhaye Home Owners Association as a Utah nonprofit corporation and the master community association for the Project (the "Master Association").
- C. WHEREAS, that certain Declaration of Covenants, Conditions and Restrictions for Tuhaye, a Planned Community, was recorded with the Office of Recorder for Wasatch County, Utah on June 4, 2003 as Entry No. 258750, Book 0628, beginning on Page 0770 (the "Initial Master Declaration") together with the final subdivision plat for the initial phase of the Project.
- D. WHEREAS, the Initial Master Declaration was amended by recording of that certain Amendment of Declaration for Tuhaye, a Planned Community, with the Office of Recorder for Wasatch County, Utah on July 18, 2006, as Entry No. 304693, Book 874, beginning at Page 386 (the "First Amendment to Master Declaration").
- E. WHEREAS, the Initial Master Declaration, as amended by the First Amendment to the Master Declaration, was further amended by recording of that certain Second Amendment to Declaration of Covenants, Conditions and Restrictions for Tuhaye, a Planned Community, with the Office of Recorder for Wasatch County, Utah on March 9, 2017 as Entry No. 435665, Book 1185, beginning at Page 550 (the "Second Amendment to Master Declaration").
- F. WHEREAS, the Initial Master Declaration contemplates that the Project may be developed in phases and may include sub-associations.
- G. WHEREAS, that certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Christopher Communities at Tuhaye (the "Initial Sub-Association Declaration") was recorded with the Office of Recorder for Wasatch County, Utah on August 8, 2005, as Entry No. 286794, Book 774, beginning at Page 642, together with the final subdivision plat for the initial phases of the Christopher Communities at Tuhaye.
- H. WHEREAS, Articles of Incorporation of Christopher Communities at Tuhaye Homeowners Association, Inc. were filed with the Utah Division of Corporations and Commercial Code on August 1, 2005 thereby establishing Christopher Communities at Tuhaye Homeowners Association, Inc. as a Utah nonprofit corporation and a sub-association within the Project (the "Sub-Association").

- I. WHEREAS, the Sub-Association was expanded by recording of that certain Supplemental Annexation Declaration to the Declaration of Covenants, Conditions, and Restrictions and Reservation of Easements for Christopher Communities at Tuhaye with the Office of Recorder for Wasatch County, Utah on November 15, 2007, as Entry No. 328618, Book 0954, beginning at Page 0893 (the "Supplement to Sub-Association Declaration") together with the final subdivision plat for phase B of the Christopher Communities at Tuhaye subdivision.
- J. WHEREAS, the Initial Sub-Association Declaration, as supplemented by that Supplement to Sub-Association Declaration, was amended by recording of that certain First Amendment to the Declaration of Covenants, Conditions and Restrictions and Reservations of Easements for Christopher Communities at Tuhaye with the Office of Recorder for Wasatch County, Utah on February 1, 2008, as Entry No. 331520, Book 0959, beginning at Page 0891 (the "First Amendment to Sub-Association Declaration").
- K. WHEREAS, the Master Association and the Sub-Association are governed by and subject to the Utah Community Association Act, Utah Code 57-8a-101 et seq. and the Utah Revised Nonprofit Corporation Act, Utah Code 16-6a-101 et seq.
- L. WHEREAS, members of the Sub-Association desire to consolidate, refine and streamline the governance structures and procedures for community association governance within the Project and avoid the expense and time involved in having multiple layers of governance within the Project;
- M. WHEREAS, Section 57-8a-601 of the Utah Community Association Act expressly authorizes consolidation of two or more homeowner associations into a single association consistent with Part 11 of the Utah Revised Nonprofit Corporation Act governing merger of nonprofit corporations.
- N. WHEREAS, as set forth more fully herein, the Master Association has agreed to merger and consolidation of the Sub-Association with the Master Association and recording of this Declaration of Consolidation for Tuhaye Home Owners Association and Christopher Communities at Tuhaye Homeowners Association, Inc. (this "Declaration of Consolidation") under the terms and conditions set forth herein.

NOW, THEREFORE, based on the Recitals, the following Plan of Consolidation has been agreed upon by Board of Directors of the Master Association and the Board of Directors of the Sub-Association:

ARTICLE 1
PLAN OF CONSOLIDATION

- 1.1 Parties to Consolidate. The parties to the consolidation are as follows:
Tuhaye Home Owners Association, a Utah nonprofit corporation.
Christopher Communities at Tuhaye Homeowners Association, Inc., a Utah nonprofit corporation.
- 1.2 Surviving Association. The surviving entity shall be the Tuhaye Home Owners Association, which shall continue to be organized and operate as a Utah nonprofit corporation.
- 1.3 Terms and Conditions of Consolidation. The terms and conditions of consolidation are as follows:
- 1.3.1 As a condition precedent to recording of this Declaration of Consolidation and filing of Articles of Consolidation with the Utah Division of Corporations and Commercial Code, the Sub-Association, at its sole expense, shall complete a reconfiguration of the irrigation systems serving the landscaped common area adjacent to the Single Family Attached Residences (defined in the Initial Sub-Association Declaration) and establish separate metering for each Single Family Attached Residence to facilitate each Single Family Attached Residence owner's assumption of responsibility for maintenance of the landscape areas immediately adjacent to such Single Family Attached Residence as set forth below. It is anticipated that the work on the irrigation system will be completed on or before July 1, 2019. The irrigation system reconfiguration work shall be subject to Master Association review and approval.
- 1.3.2 Each owner of a Single Family Attached Residence shall be responsible for maintenance of the landscaped portion of the common area adjacent to the Single Family Attached Residence consistent with the maintenance obligations set forth in the Initial Master Declaration for individual lots and parcels. The existing landscaped portion of the common area immediately adjacent to an Attached Residence shall be and hereby is designated as Limited Common Area for the exclusive use and benefit of such Attached Residence and its Owner and occupants. Further, each owner of a Single Family Attached Residence shall be responsible for the maintenance and repair of the Single Family Attached Residence's exterior, including, but not limited to, weed abatement and pest control, periodic painting and/or staining, the roof, gutters, heat tape systems, siding, soffits, garage doors, driveways, walkways, etc. Owners of Single Family Attached Residences shall be responsible for snow removal of the driveway and walkway serving the dwelling. Notwithstanding the foregoing, the Master Association, in its discretion, may assume such landscape and/or exterior maintenance obligations and/or snow removal obligations and may specially assess the owners of Single Family Attached Residences for the costs of the same consistent with Section 7.1.3 of the Initial Master Declaration.
- 1.3.3 There shall continue to be reserved to each owner of a Single Family Attached

Residence, reciprocal, nonexclusive easements over the adjoining residence for the control, maintenance and repair of the utilities serving such owner's residence. Further, there shall continue to be reserved to each owner of a Single Family Attached Residence an easement in, over, and across any common wall for the purposes of maintenance, repair, and replacement of any portion of the common wall, electrical, plumbing, heating and other utility fixture within or under the common wall.

- 1.3.4 The parties acknowledge and agree that consistent with Section 57-8a-402 of the Community Association Act governing property insurance for attached dwellings, the Master Association shall have no obligation to maintain property insurance for the Single Family Attached Residences. Each owner of a Single Family Attached Residence shall be responsible to obtain property insurance coverage for the attached dwellings. Notwithstanding the foregoing, the Master Association, at its sole option and discretion, may obtain blanket property insurance covering the Single Family Attached Residences structures and may specially assess the owners of the Single Family Attached Residences for the cost of the same consistent with Section 7.1.3 of the Initial Master Declaration.
- 1.3.5 Consistent with Section 57-8a-602(5) of the Utah Community Association Act, all common area and facilities within the Christopher Communities at Tuhaye subdivision, as reflected on the recorded subdivision plats, including, without limitation, private roads, parking areas, open space and all other property not dedicated to the county or the public shall be and hereby are dedicated to the Master Association, as the surviving entity and sole association for the Project, and shall be owned by and under the control of the Master Association.
- 1.3.6 The governing documents for the Master Association, as the surviving entity and the sole association for the Project, shall be as follows: (a) the Initial Master Declaration, as heretofore amended and as further amended by this Declaration of Consolidation; (b) the subdivision plats for the Project, including the Christopher Communities at Tuhaye subdivision plats, of record and on file with the Office of Recorder for Wasatch County, Utah; (c) the Articles of Incorporation of Tuhaye Home Owners Association as defined more fully in Article 5 below; (d) the Bylaws of Tuhaye Home Owners Association as defined more fully in Article 6 below; (e) the Master Association's design guidelines; and (f) the rules and regulations promulgated by Master Association's Board of Directors (all of the foregoing, collectively, the "Master Association Governing Documents"). The Master Association Governing Documents shall supersede and replace in their entirety the governing documents of the Sub-Association.
- 1.4 Manner and Basis of Converting Member Interests. Pursuant to the Initial Master Declaration, voting interests and the obligation to pay Common Expenses (defined in the Initial Master Declaration) were allocated equally among the lots and units within the Project and their respective owners of record, subject, however, to the Class B voting rights and assessment exemption reserved to the declarant as set forth in the Initial Master Declaration and shall remain in full force and effect, except as expressly modified in this Declaration of Consolidation.

ARTICLE 2
DIRECTOR AND MEMBER APPROVAL

- 2.1 Consistent with Utah Code §§ 16-6a-1602, 16-6a-1603(b), the Plan of Consolidation was approved by unanimous vote of the Board of Directors for each of the consolidating entities.
- 2.2 Pursuant to the Initial Master Declaration, as amended, unilateral authority to amend the Initial Master Declaration and the articles of incorporation of the Master Association is reserved to the successor declarant for the Project and, therefore, consistent with Utah Code § 57-8a-601(2), approval of the members of the Master Association is not required for consolidation of the Master Association and Sub-Association.
- 2.3 Pursuant to Utah Code § 57-8a-601(2), and consistent with the Initial Sub-Association Declaration, as amended, and the bylaws of the Sub-Association, Owners holding at least sixty-seven percent (67%) of the voting interests in the Sub-Association approved consolidation of the Sub-Association and the Master Association at a duly noticed special meeting of the Sub-Association members called for that purpose, thereby satisfying the member approval requirements set forth in the Utah Community Association Act and the Utah Revised Nonprofit Corporation Act.
- 2.4 The provisions of Utah Code §§ 16-6a-16-1101(1)(c) requiring shareholder approval is inapplicable to the consolidation. Neither of the consolidating entities issued any share certificates and neither of the consolidating entities has any shareholders.
- 2.5 The provisions of Utah Code §§ 16-6a-16-1101(1)(d) through (f) governing approval for foreign corporations and foreign nonprofit corporations are inapplicable to the consolidation. Both of the consolidating entities are domestic nonprofit corporations.

ARTICLE 3
EFFECTIVE DATE

- 3.1 Consolidation of the Sub-Association and Master Association shall be effective upon recording of this Declaration of Consolidation. Pursuant to Section 16-6a-1103, Articles of Consolidation have been or will be filed with the Utah Division of Corporations and Commercial Code contemporaneously herewith.

ARTICLE 4
DIRECTORS

- 4.1 Directors for the Master Association, as the surviving entity, shall be as set forth in the Articles of Consolidation filed with the Utah Division of Corporations and Commercial Code.

ARTICLE 5

ARTICLES OF INCORPORATION FOR SURVIVING NONPROFIT CORPORATION

- 5.1 The Articles of Incorporation for Tuhaye Home Owners Association on file with the Utah Division of Corporations and Commercial Code shall remain in full force and effect except to the extent modified by the Articles of Consolidation.

ARTICLE 6

BYLAWS

- 6.1 The Bylaws for surviving entity shall be the existing Bylaws of the Tuhaye Home Owners Association recorded with the Office of Recorder for Wasatch County, Utah on September 23, 2015 as Entry No. 416431, Book 1140, beginning at Page 253.

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Signature pages to follow]

EXECUTED this 31 day of July, 2019.

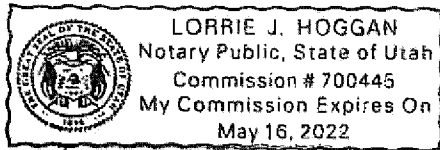
TUHAYE HOME OWNERS ASSOCIATION

By: [Signature]

Its: President

STATE OF UTAH)
) ss
COUNTY OF Wasatch)

On this 31st day of July, 2019, Jeff Butcher personally appeared before me, subscribed and sworn and the signer of the foregoing instrument, who duly acknowledged to me that he/she/they executed the same on behalf of the corporation.



[Signature]
Notary Public

CHRISTOPHER COMMUNITIES AT TUYAYE HOMEOWNERS ASSOCIATION, INC.

By: _____

Its: President

STATE OF UTAH)
) ss
COUNTY OF _____)

On this ___ day of _____, 201_, _____ personally appeared before me, subscribed and sworn and the signer of the foregoing instrument, who duly acknowledged to me that he/she/they executed the same on behalf of the corporation.

Notary Public

EXECUTED this __ day of _____, 201__.

TUHAYE HOME OWNERS ASSOCIATION

By: _____

Its: President

STATE OF UTAH)
) ss
COUNTY OF _____)

On this __, day of _____, 201__, _____ personally appeared before me, subscribed and sworn and the signer of the foregoing instrument, who duly acknowledged to me that he/she/they executed the same on behalf of the corporation.

Notary Public

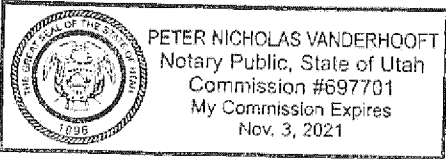
CHRISTOPHER COMMUNITIES AT TUYAYE HOMEOWNERS ASSOCIATION, INC.

By: *Robert N. McFarland*
ROBERT N. MCFARLAND

Its: President

STATE OF UTAH)
) ss
COUNTY OF Summit)

On this 24th day of July, 2019, Robert McFarland personally appeared before me, subscribed and sworn and the signer of the foregoing instrument, who duly acknowledged to me that he/she/they executed the same on behalf of the corporation.



Peter N. Vanderhooft
Notary Public

EXHIBIT "A"
Legal Description

The lots, units and other real property affected by and subject to the foregoing DECLARATION OF CONSOLIDATION are located in Wasatch County, Utah and are more fully described as follows:

<u>Parcel Numbers</u>	<u>Legal Descriptions</u>
00-0020-2295 through -2346	LOT 1 through 52, TUHAYE SUBDIVISION PHASE 1 THIRD AMENDED
00-0020-2347	OPEN SPACE, TUHAYE SUBDIVISION PHASE 1 THIRD AMENDED
00-0020-2353	GOLF COURSE PARCEL 6, TUHAYE SUBDIVISION PHASE 1 THIRD AMENDED
00-0020-2574 through -2576	LOT 53 through 55, TUHAYE SUBDIVISION PHASE 1 THIRD AMENDED
00-0020-2997 through -2999	LOT 1 through LOT 3, CHRISTOPHER COMMUNITIES AT TUHAYE PHASE X1
00-0020-3000 through -3001	UNIT A and B, CHRISTOPHER COMMUNITIES AT TUHAYE PHASE X1
00-0020-3062 through -3078	LOT 4 through LOT 20, CHRISTOPHER COMMUNITIES AT TUHAYE PHASE X2
00-0020-3306 through -3316	LOT RW1 through RW11, TUHAYE RIDGEWAY DRIVE PHASE A SUBDIVISION
00-0020-3317 through -3318	OPEN SPACE WITHIN TUHAYE RIDGEWAY DRIVE PHASE A SUBDIVISION
00-0020-3623 through -3659	LOT RW12 through RW48, TUHAYE RIDGEWAY DRIVE PHASE B AMENDED
00-0020-3660	LOT RWOS1 (OPEN SPACE), TUHAYE RIDGEWAY DRIVE PHASE B AMENDED
00-0020-3860 through -3873	LOT 3N1 through 3N14, TUHAYE PHASE 3 NORTH SUBDIVISION
00-0020-3874 through -3876	LOT 3NS1, 3NOS1, AND 3NOS2, TUHAYE PHASE 3 NORTH SUBDIVISION
00-0020-3877 through -3900	LOT 1 through LOT 24, CHRISTOPHER COMMUNITIES AT TUHAYE PHASE B
00-0020-3901	COMMON AREA, CHRISTOPHER COMMUNITIES AT TUHAYE PHASE B
00-0020-3902 through -3916	LOT 13N1 through 13N15, TUHAYE 13 NORTH SUBDIVISION
00-0020-3917	OPEN SPACE, TUHAYE 13 NORTH SUBDIVISION

00-0020-3921 through -3971	LOT 16S1 through 16S51, TUHAYE 16 SOUTH SUBDIVISION
00-0020-3972	OPEN SPACE, TUHAYE 16 NORTH SUBDIVISION
00-0020-5619 through -5633	LOT 7N-1 through 7N-15, TUHAYE PHASE 7 NORTH SUBDIVISION
00-0020-5634 through -5635	7N-OPEN SPACE 1 and 7N-OPEN SPACE 2, TUHAYE PHASE 7 NORTH SUBDIVISION
00-0020-5636 through -5639	LOT 8S-1 through 8S-4, TUHAYE PHASE 8 SOUTH SUBDIVISION
00-0020-5640 through -5641	8S-OPEN SPACE 1 and 8S-OPEN SPACE 2, TUHAYE PHASE 8 SOUTH SUBDIVISION
00-0020-5642 through -5647	LOT 9S-1 through 9S-6, TUHAYE PHASE 9 SOUTH SUBDIVISION
00-0020-5648	9S-OPEN SPACE, TUHAYE PHASE 9 SOUTH SUBDIVISION
00-0020-6374 through -6398	LOT 1 through 25, TUHAYE SILENT CREEK SUBDIVISION
00-0020-6399	OPEN SPACE, TUHAYE SILENT CREEK SUBDIVISION
00-0020-7753 through -7781	LOT 1 through 29, TUHAYE MOON DANCE PHASE 1
00-0020-7782 through -7783	OPEN SPACE, TUHAYE MOON DANCE PHASE 1
00-0020-7812	LOT RWOS2 (OPEN SPACE), TUHAYE RIDGEWAY DRIVE PHASE B AMENDED
00-0020-8814 through -8815	LOT WH-1 through WH-2, TUHAYE WHISPERING HAWK PHASE 1
00-0020-8820 through -8821	LOT 1A through 1B TUHAYE MOON DANCE PUD PHASE 2
00-0020-8842	ROAD WITHIN TUHAYE WHISPERING HAWK PHASE 1
00-0020-8843	LOT 2 TUHAYE MOON DANCE PUD PHASE 2
00-0020-8844	CLUBHOUSE COMPLEX, TUHAYE MOON DANCE PUD PHASE 2
00-0020-9050 through -9059	LOT WH-3 through WH-12, TUHAYE WHISPERING HAWK PHASE 2
00-0020-9064	OPEN SPACE #1, TUHAYE WHISPERING HAWK PHASE 2
00-0020-9065	ROAD WITHIN TUHAYE WHISPERING HAWK PHASE 2
00-0020-9936 through -9951	LOT TP10 through TP25, TUHAYE TWIN PEAKS SUBDIVISION PHASE A
00-0020-9952 through -9953	LOT TP34 through TP35, TUHAYE TWIN PEAKS SUBDIVISION PHASE B

00-0020-9954	OPEN SPACE 1, TUHAYE TWIN PEAKS SUBDIVISION PHASE B
00-0020-9955 through -9963	LOT TP1 through TP9, TUHAYE TWIN PEAKS SUBDIVISION PHASE C
00-0020-9964 through -9966	LOT TP26 through TP28, TUHAYE TWIN PEAKS SUBDIVISION PHASE C
00-0020-9967	LOT TP29, TUHAYE TWIN PEAKS SUBDIVISION PHASE C
00-0020-9968 through -9971	LOT TP30 through TP33, TUHAYE TWIN PEAKS SUBDIVISION PHASE C
00-0020-9972 through -9976	OPEN SPACE 2 through OPEN SPACE 6, TUHAYE TWIN PEAKS SUBDIVISION PHASE C
00-0020-9980	JSSD TANK SITE, TUHAYE TWIN PEAKS SUBDIVISION PHASE C