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SECRETARY OF STATE

FILED In the office of the Secretary of
State of the State of Utah on the
25 day of March 1968
Filing Clerk

ARTICLES OF INCORPORATION
OF

1968 MAR 26 AM 9 02

MARRCREST HOME OWNERS ASSOCIATION,

A NON-PROFIT CORPORATION

MAR-26-68 MICROFILMED

5.0

Pursuant to provisions of Title 16-6 of Utah Code Annotated, we, the undersigned, all of whom are residents of Provo, Utah County, State of Utah, and all of whom are of legal age, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation of the State of Utah, and we and each of us do certify:

ARTICLE I

The name by which this corporation shall be known and under which all of its business shall be transacted is MARRCREST HOME OWNERS ASSOCIATION.

ARTICLE II

The period of duration of this corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is to function as a non-profit corporation to provide for the maintenance, preservation and architectural control of the residential lots and common area within that certain tract of property known as the "Marrcrest Planned-Unit Development".

To promote the health, safety and welfare of the residents within said development and any additions thereto as may hereafter be brought within the jurisdiction of the association by annexation or otherwise;

To exercise all of the powers and privileges and to perform all of the duties and responsibilities of the association as set forth in that certain Declaration of Covenants, Conditions and Restrictions which has heretofore been made applicable to the property and which has been recorded in the office of the Recorder of Utah County, State of Utah, at Provo, Utah;

To fix, levy, collect and enforce payment by all lawful means of all charges or assessments pursuant to the terms of the Declaration and to pay all expenses in connection therewith;

To acquire by gift, purchase or otherwise, and to own, hold, improve, build upon, maintain, convey, sell, lease, mortgage, transfer, or dedicate for public use or otherwise dispose of all real or personal property in connection with the affairs of the corporation;

To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

To have and to exercise any and all powers, rights, and privileges which a corporation organized under the non-profit corporation law of the State of Utah by law 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 which is subject by covenant of record to assessment by the association, including contract sellers, shall be a member of the association. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the association, and ownership of a lot shall be the sole qualification for membership. Persons or entities who hold an interest merely as security for the performance of an obligation shall not be included.

ARTICLE V

VOTING RIGHTS. The association shall have two classes of voting membership: CLASS A members shall be all those owners as defined in Article IV with the exception of the developers. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds such interest in any lot, all such persons shall be members, but the vote for such lot shall be exercised as they may among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

CLASS B. The Class B members shall be the developer or "declarant" as defined in the Declaration of Covenants, Conditions and Restrictions heretofore

filed of record. Class B members shall be entitled to three votes for each lot in which they hold the interest required for membership by Article IV, provided that the Class B membership shall cease and be converted into Class A membership upon the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B memberships; or

(b) On April 1, 1980.

ARTICLE VI

The affairs of this association shall be managed by a board of not less than 3 nor more than 5 trustees who need not be members of the association. The number of directors may be changed by amendment of the by-laws of the association. The names and addresses of the persons who are to act as trustees initially and until their successors are selected are:

NAME	ADDRESS
M. Warner Murphy	185 South State Street, Orem, Utah
Robert K. Allen	13 East Center Street, Provo, Utah
Michael Murphy	33 East 2nd South, Provo, Utah
Howard Rowley	13 East Center Street, Provo, Utah

ARTICLE VII

LIABILITIES. The highest amount of indebtedness or liability, direct or contingent, to which the association may be subject at any one time shall not exceed \$5000.00 while there are any Class B memberships, and thereafter shall not exceed 150% of its assessment for the previous fiscal year, provided, however, that additional amounts may be authorized by a vote of two-thirds of the membership.

ARTICLE VIII

ADDITIONAL PROPERTIES. If within ten years of the date of incorporation of this association the developer or "declarant" should desire to develop additional lands within the area of Marrcrest Planned-Unit Development, or lands adjacent thereto, such additional lands may be annexed to the original development without

the assent of Class A members, provided, however, that the development of additional lands shall be in accordance with a general plan submitted to the Provo City Planning Commission at the time the original unit was approved.

ARTICLE IX

The association shall have the power to dedicate, sell or transfer all or any part of the common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast two-thirds of the votes of the entire Class A membership and two-thirds of the entire Class B membership, if any, agreeing to such dedication, sale or transfer.

ARTICLE X

The name and street address of each incorporator hereto is:

NAME	ADDRESS
M. Warner Murphy	185 South State Street, Orem, Utah
Michael Murphy	33 East 2nd South, Provo, Utah
Robert K. Allen	13 East Center Street, Provo, Utah
Howard Rowley	13 East Center Street, Provo, Utah

ARTICLE XI

The location and street address of its initial principal office is 185 South State Street, Orem, Utah, and the name of its initial registered agent is M. Warner Murphy.

Dated at Provo, Utah, this 18th day of March, 1968.

Robert K. Allen
M. Warner Murphy
Michael A. Murphy
Howard Rowley

STATE OF UTAH)
 : ss
COUNTY OF UTAH)

On the 18th day of March, 1968, personally appeared before me M. Warner
Murphy, Michael Murphy, Howard Rowley, and Robert K. Allen, the signers of the
above and foregoing Articles of Incorporation, each of whom duly acknowledged to
me that he signed and executed the same.

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Notary Public

Residing at:

My commission expires: Oct. 22, 1971