

**ARTICLES OF INCORPORATION
THE SOMERSET VILLAGE, INC.
(NON-PROFIT)**

Received

AUG 06 2015

Utah Div. of Corp. & Comm. Code

AUG 6 '15 PM 1:10

Tyler LaMarr, the undersigned natural person over the age of twenty-one years, acting as 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 THE SOMERSET VILLAGE, 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 herein after described) within that real property located in Utah 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 Covenants, Conditions and Restrictions of Somerset Village Gated Community" recorded at the Utah County Recorder's Office on May 19, 2006, entry number 61945:2006, and other 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;

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 6 day of AUG 20 15
In this office of this Division and hereby issued
This Certificate thereof.

Examiner

MW

Date 8-17-2015



Kathy Berg
Kathy Berg
Division Director

Date: 08/05/2015
Receipt Number: 6092212
Amount Paid: \$30.00



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(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, and with the assent of Owners, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) 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**

Each member shall have one (1) vote as set forth in the Declaration.

ARTICLE VI **TRUSTEES & OFFICERS**

The affairs of the Association shall be managed by the Trustees which shall consist of at least three (3) members, who must be individual unit owners or the legal agents or representatives of institutional unit owners. The names and addresses of the persons who are to act in the capacity as trustees until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Mary Bishop	1196 South 2970 East Spanish Fork, UT 84660
William Beck	2903 East Somerset Drive Spanish Fork, UT 84660

Norma Collett

2988 East Somerset Village Way
Spanish Fork, UT 84660

Brent Webster

3034 East Somerset Drive
Spanish Fork, UT 84660

Trustees shall be elected for one (1) year terms. The officer of the Association shall consist of a President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws. The officers shall be elected or appointed as per the Bylaws and shall have duties as may be prescribed in the Bylaws and by applicable law.

ARTICLE VII **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 their undivided interest in the entirety of the Common Areas.

ARTICLE VIII **REGISTERED OFFICE AND AGENT**

The address of the initial designated and registered office of the Corporation is 50 W Broadway, Suite 450, Salt Lake City Utah 84101 and the name of the registered agent at such address is Tyler LaMarr.

ARTICLE IX **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 Trustees, Directors, and/or Officers, 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 trustee, director, officer, or agent of the Corporation for expenses actually and necessarily incurred in furthering the activities and operations of the Corporation or

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in the defense of any litigation or action in which any said trustee, director, 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 X
LIABILITY

The Trustees, Directors, Officers, agents or employees and members of the Corporation shall not be liable, either jointly or severally, for any obligation, indebtedness or charge against the Corporation.

ARTICLE XI
INDEMNITY OF THE BOARD OF TRUSTEES

The Corporation shall indemnify any and all of its Trustees, Directors, Officers, or former Trustees, Directors, or Officers, or any person who may have served at its request as an Officer against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of being or having been a Trustee, Director, or Officer the Corporation, except in relation to matters as to which any Trustee, Director, or Officer or former Trustee, Director, or Officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any or all other rights to which those indemnified may be entitled, under any Bylaws, agreement, vote of subscribers or otherwise.

ARTICLE XII
AMENDMENT

Any amendment to these Articles of Incorporation shall require the assent of not less than fifty-one (51%) of the Owners as defined in the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Utah, we, the undersigned, as incorporators of the Association, have executed these Articles of Incorporation this 6th day of August, 2015.


Tyler/LaMarr

ACKNOWLEDGEMENT OF REGISTERED AGENT

I, Tyler LaMarr of Miller Harrison LLC hereby acknowledge that I have been named as the registered agent for Somerset Village, Inc. and I hereby consent to act as such.

DATED this ____ day of January, 2014.


Tyler/LaMarr, Registered Agent

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 23rd day of April, 2004
in this office of this Division and hereby issue
this Certificate thereof.

Examiner

Adl

Date 03/23/2004



Kathy Berg
Kathy Berg
Division Director

ARTICLES OF INCORPORATION
OF
SOMERSET VILLAGE HOA, INC.

(A Nonprofit Corporation)

LYNN R. STRATFORD, the undersigned natural person over the age of eighteen years, acting as incorporator of a nonprofit corporation pursuant to the Utah Revised Nonprofit Corporation Act (Utah Code Annotated Sections 16-6a-101 *et seq.*), hereby adopts the following Articles of Incorporation for such nonprofit corporation.

ARTICLE I

NAME

The name of the nonprofit corporation is Somerset Village HOA, Inc., hereinafter referred to as the "Association".

ARTICLE II

DURATION

The Association shall exist perpetually or until dissolved pursuant to law.

ARTICLE III

PURPOSES

The Association is organized as a nonprofit corporation and shall be operated exclusively for the purpose of maintaining, operating, and governing Somerset Village Gated Community (the "Project"), a residential project located in the County of Utah, State of Utah. The Project has been created prior to the date of filing of these Articles of Incorporation by recording an instrument entitled "Declaration of Covenants, Conditions & Restrictions of Somerset Village Gated Community" (the "Declaration"), in the office of the Recorder of Utah County, State of Utah. The Declaration is hereby incorporated by reference and made a part of these Articles of Incorporation. The Association shall be operated to perform the functions and provide the services contemplated by the Declaration. Except as otherwise provided herein or as may be required by the context hereof, all terms defined in the Declaration shall have such defined meanings when used herein.

No dividend shall be paid, and no part of the net income of the Association shall be distributed, to any of the Members, Board of Trustees, or officers of the Association, except as otherwise provided herein, in the Declaration, or under Utah law.

Date 02/24/2004
Receipt Number 1090111
Amount Paid \$22.00

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ARTICLE IV

POWERS

Subject to the purposes declared in Article III above and any limitations herein expressed, the Association shall have and may exercise the power to do any and all things that the Association is authorized or required to do under the Declaration, as the same may from time to time be amended, including, without limiting the generality of the foregoing, the power to fix, levy and collect the charges and assessments provided for in the Declaration.

ARTICLE V

LIMITATIONS

In all events and under all circumstances, and notwithstanding any other provisions of these Articles of Incorporation or any merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntarily, or by operation of law, or upon amendment of the Articles of Incorporation, the Corporation's operations and activities shall be strictly for the non-profit purposes set forth herein and:

(a) The property, assets, profits and net income of the Corporation are irrevocably dedicated to the non-profit purposes set forth herein, and no part of the assets or net earnings of the corporation shall ever inure to the benefit of or be distributable to its incorporators, Trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article III hereof.

(b) At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America or under the laws of the State of Utah.

(c) Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the corporation ever be operated, for objects or purposes other than those set forth in Article III hereof.

(d) Upon dissolution of the Corporation or the winding up of its affairs, none of the assets of the Corporation will be distributed to the members thereof, but shall be distributed only to such other non-profit organizations as the Board of Trustees determines are in need of such assets.

ARTICLE VI

MEMBERSHIP AND STOCK

Each Owner of a lot in the Project shall be a Member of the Association. The rights and duties appertaining to membership in the Association shall be governed by the Declaration. Neither the issuance nor the holding of shares of stock shall be necessary to evidence membership in the

Association. Membership in the Association shall be mandatory, and not optional, and shall be appurtenant to and may not be separated from the ownership of any lot which is subject to assessment by the Association. No persons or entity other than an Owner of a lot may be a Member of the Association. Membership in the Association shall begin immediately and automatically upon becoming an Owner of a lot and shall cease immediately and automatically upon ceasing to be an Owner of such a lot.

ARTICLE VII

ASSESSMENTS

Members of the Association shall be subject to assessments by the Association from time to time in accordance with the provisions of the Declaration and shall be liable to the Association for payment of such assessments. Members shall not be individually or personally liable for the debts or obligations of the Association.

ARTICLE VIII

BOARD OF TRUSTEES

The initial Board of Trustees of the Association shall consist of the three (3) persons whose names and addresses are as follows:

LYNN R. STRATFORD	3048 E. Somerset Drive Spanish Fork, UT 84660
JEWEL N. STRATFORD	3048 E. Somerset Drive Spanish Fork, UT 84660
JESSE J. BRIMHALL	2337 Fairway Drive Spanish Fork, UT 84660

ARTICLE IX

PRINCIPAL OFFICE

The address of the initial principal office of the Association is 3048 E. Somerset Drive, Spanish Fork, UT 84660.

ARTICLE X

REGISTERED OFFICE AND AGENT

The initial registered office of the Association is 3048 E. Somerset Drive, Spanish Fork, UT 84660, and the name of the initial registered agent at such address is LYNN R. STRATFORD.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator of the Association is as follows:

LYNN R. STRATFORD

3048 E. Somerset Drive
Spanish Fork, UT 84660

ARTICLE XII

BYLAWS

The Board of Trustees shall adopt Bylaws which are not inconsistent with law or these Articles for the regulation and management of the affairs of the Association.

ARTICLE XIII

AMENDMENTS

Except as otherwise provided by law or by the Declaration, these Articles of Incorporation may be amended only upon the affirmative vote of a majority of the members of the Board of Trustees, together with a majority of the voting power of the Association. These Articles may not be amended so as to provide for any matter that is inconsistent with the provisions of the Declaration and Bylaws (as the Declaration and Bylaws may from time to time be amended).

ARTICLE XIV

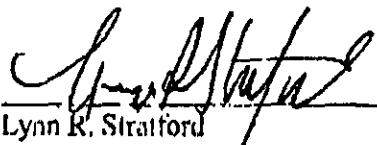
CONFLICT WITH DECLARATION OR BYLAWS

In the event of any conflict or inconsistency between the provisions of these Articles and the provisions of the Declaration (as the Declaration may from time to time be amended), the provisions of the Declaration shall control. In the event of any conflict or inconsistency between the provisions of these Articles and the Bylaws (as the Bylaws may from time to time be amended), the provisions of these Articles shall control.

DATED: Feb-17th, 2004.


LYNN R. STRATFORD, Incorporator

Acceptance of Registered Agent:


Lynn R. Stratford

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