

RECEIVED Date: 04/18/2016

Receipt Number: 6405941

APR 18 2016 Amount Paid: \$26.00



AMENDMENT

Utah Div. of Corp. & Comm. Code

6141081-0140

**AMENDED & RESTATED ARTICLES OF INCORPORATION OF  
COLD SPRINGS VILLAGE HOMEOWNERS ASSOCIATION, INC.**

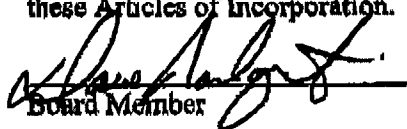
We, the undersigned natural persons over the age of eighteen years, acting as the authorized Board of Directors of a Cold Springs Village Homeowners Association, Inc., a non-profit Utah corporation, pursuant to the Utah Revised Nonprofit Corporation and Community Association Acts, hereby adopt the following Amended & Restated Articles of Incorporation ("Articles") for Cold Springs Village Homeowners Association, Inc. ("Association").

**RECITALS:**

(A) On or about March 3, 2006 the Articles of Incorporation of Cold Springs Village Homeowners Association, Inc. ("Articles") were filed with the Utah Secretary of State.

(B) Owners of record, holding not less than sixty-seven percent (67%) of the total voting power of the Association provided their vote or written consent to the filing of these Amended & Restated Articles of Incorporation.

Dave Nordquist and Dale Peterson, of the Board, hereby certify and swear that the above described approval was obtained accepting and approving the filing of these Articles of Incorporation.

  
Board Member

  
Board Member

**ARTICLE I - NAME & PRINCIPAL PLACE OF BUSINESS**

- 1.1 The name of the nonprofit corporation remains Cold Springs Village Homeowners Association, Inc. (hereinafter "the Association").
- 1.2 The principal place of business for the Association is located at Kier Property Management 3710 Quincy Avenue Ogden, Utah 84403.

**ARTICLE II - DURATION**

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

**ARTICLE III - POWERS AND PURPOSES**

- 3.1 Purpose. The Association is organized and shall be operated as a nonprofit corporation for the purpose of enforcing the terms and conditions of the Articles, the Bylaws, and Declaration, as they may be

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certified that the foregoing has been filed  
and approved on this 18 day of APR 20 16  
In this office of this Division and hereby issued  
This Certificate thereof.

Examiner

Date

 4-22-16



  
Kathy Berg  
Division Director

APR 18 '16 PM 4:25

APR 18 '16 PM 4:25

amended, and otherwise administering any Common Areas and generally providing for and promoting the recreation, health, safety, and welfare of members of the Association.

- 3.2 Powers. The Association shall have all of the powers conferred upon it by the Articles, Bylaws and Declaration, and all powers allowed by law necessary or convenient for accomplishment of any of its purposes, including all powers referred to or described in the Utah Revised Non-Profit Corporation Act and Utah Community Association Act.
- 3.3 Non-Profit. The Association is not organized for pecuniary profit. Notwithstanding the breadth of the foregoing portion of this Article III, no dividend shall be paid to, no part of the Association's funds shall be distributed to, and no part of the net income of the Association shall inure to the benefit of, any of its Members, Directors, or Officers.

**ARTICLE IV – DEFINITIONS**

- 4.1 All terms used but not defined herein shall have the meanings given them under that certain Amended & Restated Declaration for Cold Springs Village Homeowners Association, Inc., recorded in the Official Records of the Weber County Recorder's Office on \_\_\_\_\_ as Entry No. \_\_\_\_\_ (hereinafter referred to as the "Declaration"), and as the same may be amended from time to time as therein provided. The term "Member" shall mean and refer to those persons entitled to Membership in the Association, as provided in the Declaration and these Articles of Incorporation.

**ARTICLE V – MEMBERSHIP SHARES AND VOTING RIGHTS**

- 5.1 Membership/Shares. Every Owner shall be a Member of the Association. Membership in the Association shall be mandatory, shall be appurtenant to the Lot in which the Owner has the necessary interest, and shall not be separated from the Lot to which it appertains. The Association shall not issue shares of stock. Neither the issuance nor the holding of shares of stock shall be necessary to evidence membership in the Association.
- 5.2 Voting Rights. The Members of the Association shall have voting rights, as set forth in the Bylaws and/or Declaration.
- 5.3 Membership List. The Association shall maintain up-to-date records showing the name of each person who is a Member, the contact information for such person, and the Lot to which the membership of such person is appurtenant. In the event of any transfer of fee or undivided interest in a Lot, either the transferor or transferee shall furnish the Association with evidence establishing that the transfer has occurred, that

APR 18 '16 PM 4:26

the Deed or other instrument accomplishing the transfer is of record in the office of the County Recorder of Weber County, Utah and the necessary information to update the Association membership records. The Association may for all purposes act and rely on the information concerning Members and Lot ownership, which is thus acquired by it or, at its option, the Association may act and rely on current ownership information respecting any Lot which is obtained from the office of the County Recorder of Weber County, Utah. The address of a Member shall be deemed to be the address of the residence situated on such Member's Lot unless the Association is otherwise advised in writing.

**ARTICLE VI-ASSESSMENTS**

- 6.1 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 VII-REGISTERED OFFICE AND REGISTERED AGENT**

- 7.1 The address of the registered agent of the Association is:

Burt R. Willie  
VIAL FOTHERINGHAM, LLP  
515 South 400 East, Suite 200  
Salt Lake City, Utah 84111

By signing below, the undersigned, whose address is set forth hereinabove, accepts appointment as the registered agent.

VIAL FOTHERINGHAM, LLP

By: Burt R. Willie  
Burt R. Willie  
Its: Registered Agent

**ARTICLE VIII- APPOINTMENT OF BOARD OF DIRECTORS**

- 8.1 The Board shall be elected by the Members of the Association in accordance with the Declaration and the Bylaws of the Association.
- 8.2 The Association shall have one class of membership. The Board selected by the Association must be Members unless or until there are insufficient Members who desire to serve on the Board, in which case Board members need not be Members of the Association.

**ARTICLE IX - BOARD OF DIRECTORS**

- 9.1 **Initial Board.** As of the date of the filing of these Articles, the following individuals are serving as the Board of Directors:

| <u>Name</u>        | <u>Address:</u>                                |
|--------------------|--|
| 1. Dave Nordquist  | 1610 North 475 East<br>North Ogden, Utah 84404 |
| 2. Dale Peterson   | 1667 North 475 East<br>North Ogden, Utah 84404 |
| 3. Lucille Brizzee | 1642 North 450 East<br>North Ogden, Utah 84404 |
| 4. Scott Garner    | 465 East 1525 North<br>North Ogden, Utah 84404 |
| 5. Donald Gerhardt | 424 East 1525 North<br>North Ogden, Utah 84404 |


**ARTICLE XII - MISCELLANEOUS**

- 12.1 **Dissolution.** Upon dissolution, the assets of the Association shall be distributed in accordance with the Declaration and Utah Community Association Act.
- 12.2 **Manager.** The Association may carry out through a Managing Agent any of its functions which are properly authorized by the Articles, Bylaws or Declaration. Any Managing Agent shall be an independent contractor and not an agent or employee of the Association. The Managing Agent shall be responsible for managing the Property for the benefit of the Association and the Members and shall, to the extent permitted by law and the terms of the agreement with the Association, be authorized to perform any of the functions or acts required or permitted to be performed by the Association itself. Retention of a Managing Agent shall be within the Board's discretion and the Board is authorized to enter into a contract for services with the Managing Agent.
- 12.3 **Amendment.** Any amendment to these Articles shall require the affirmative vote, or written consent, of at least fifty-one percent (51%) of the total membership of the Association.

APR 18 '16 PM 4:26

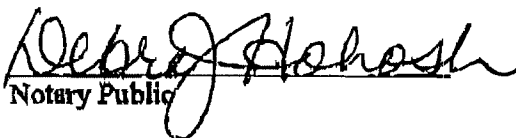
- 12.4 Resolutions & Rules. The Board may adopt, amend and repeal resolutions and rules for regulation and management of the affairs of the Association not inconsistent with these Articles, the Declaration, Bylaws or applicable Utah law.
- 12.5 Interpretation. The invalidity or unenforceability of any provision contained in these Articles shall not affect the validity or enforceability of the remainder hereof. These Articles have been prepared in conjunction with the Declaration and should be read and construed in light of that fact and liberally so as to affect all of the purposes of both instruments. To the extent the provisions of the Utah Revised Nonprofit Corporation and Community Association Acts are inconsistent with these Articles and the Declaration, such legislation shall supplement the terms hereof.
- 12.6 Limitation on Liability. The Directors, Officers and Members of the Association shall not be held personally liable for the debts and obligations of the Association.

Cold Springs Village Homeowners Association, Inc.

  
 By: Dave Nordquist  
 Its: Board Member

STATE OF UTAH )  
 )  
 COUNTY OF Weber ) 66

On this 13th day of April, 2016, Dave Nordquist personally appeared before me and did say that he is a Board Member of Cold Springs Village Homeowners Association, Inc., a Utah non-profit corporation, and that the within and foregoing instrument was signed on behalf of said corporation by authority and said individual duly acknowledged to me that said corporation approved the same.

  
 Notary Public



APR 18 '16 PM 4:26

Cold Springs Village Homeowners Association, Inc.

Scott Garner  
By: Scott Garner  
Its: Board Member

STATE OF UTAH )  
COUNTY OF Weber ) : 88

On this 13th day of April, 2016, Scott Garner personally appeared before me and did say that he is a Board Member of Cold Springs Village Homeowners Association, Inc., a Utah non-profit corporation, and that the within and foregoing instrument was signed on behalf of said corporation by authority and said individual duly acknowledged to me that said corporation approved the same.

Debra J. Honosh  
Notary Public

Cold Springs Village Homeowners Association, Inc.

Donald Gerhardt  
By: Donald Gerhardt  
Its: Board Member

STATE OF UTAH )  
COUNTY OF Weber ) : 88

On this 13th day of April, 2016, Donald Gerhardt personally appeared before me and did say that he is a Board Member of Cold Springs Village Homeowners Association, Inc., a Utah non-profit corporation, and that the within and foregoing instrument was signed on behalf of said corporation by authority and said individual duly acknowledged to me that said corporation approved the same.

Debra J. Honosh  
Notary Public

