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26-JUN-08 814 AM FEE \$170.00 DEP SPY
REC FOR: HELGESEN WATERFALL JONES

NOTICE OF INCORPORATION

MEADOW BROOK CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.

The owners of condominium units at Meadow Brook Condominium are hereby notified that pursuant to the provisions of the Utah Condominium Ownership Act as set for in Utah Code Section 57-8-40, the Meadow Brook Condominium Management Committee has elected to organize Meadow Brook Condominium as a Utah nonprofit corporation.

RECITALS

WHEREAS, Meadow Brook Condominium was created by a "Declaration of Covenants, Conditions, Easements and Restrictions of Meadow Brook Condominium" ("Declaration") dated January 14, 1986, and recorded January 14, 1986, in the Recorders office of Weber County, Utah, as Entry Number 957818, as well as additional amendments thereto; and

WHEREAS, the Declaration expressly states that the intent of the Declarant was to establish Meadow Brook as a nonprofit corporation (see Declaration, paragraph 4); and

WHEREAS, the Articles of Incorporation that are being filed to create the Meadow Brook Condominium Homeowners Association, Inc., do not, to the extent possible, conflict with the rights and obligations found in the Declaration and Bylaws; and

WHEREAS, The Meadow Brook Condominium Management Committee has determined it is in the best interest of the Association to create the Meadow Brook Condominium Homeowners Association, Inc., a Utah non-profit corporation ("Association"), which has been created by filing Articles of Incorporation with the Utah Division of Corporations and Commercial Code, which Association shall operate for the purpose of managing the common area and enforcing the provisions of the Declaration and any amendments thereto. The Association will be the governing body of Meadow Brook Condominium and will operate in accordance with the Declaration, any amendments to the Declaration, the Articles of Incorporation (Exhibit "A" attached hereto and incorporated herein by this reference) and the Association Bylaws which are incorporated herein by reference as they are currently set forth and recorded in the Recorders office of Weber County, Utah, on August 19, 1998, as Entry Number 1567684.

NOW THEREFORE, the Meadow Brook Condominium Management Committee hereby notifies all unit owners that it has caused to be organized the Meadow Brook Condominium Homeowners Association, Inc., a Utah nonprofit corporation by filing with the State of Utah the Articles of Incorporation in a form substantially similar to those contained in Exhibit "A", attached hereto. The Association shall be responsible for managing the Common Area within Meadow Brook and governing the affairs of Meadow Brook in accordance with the provisions of

the Declaration, any amendment to the Declaration, the Articles of Incorporation and the Bylaws. The management of Meadow Brook and the Common Area of Meadow Brook shall hereafter be performed under the direction and authority of the Association's board of directors. Any reference to the term "Management Committee" in the Declaration or any amendments thereto, or in the Bylaws of Meadow Brook, or any other Meadow Brook document, shall hereafter be deemed to mean and refer to the term "Board of Directors" of the Meadow Brook Condominium Homeowners Association, Inc.

This Notice shall be recorded against the real property located in Weber County, Utah, known as Meadow Brook Condominium and described in Exhibit "B" attached.

CERTIFICATION

It is hereby certified that the Management Committee of Meadow Brook Condominium has voted to incorporate Meadow Brook as a Utah nonprofit corporation pursuant to the provisions of the Utah Condominium Ownership Act as set for in Utah Code Section 57-8-40.

IN WITNESS WHEREOF, this 20th day of JUNE, 2008.

Meadow Brook Condominium Management Committee

By *[Signature]*
President

STATE OF UTAH)
 :SS.
COUNTY OF WEBER)

On this 20th day of JUNE, 2008, personally appeared before me William DePugh, who, being by me duly sworn, did say that he is President of the Meadow Brook Condominium Management Committee and that the within and foregoing instrument was signed in behalf of said Management Committee and he duly acknowledged to me he executed the same.

[Signature]
Notary Public

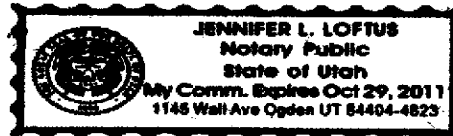


Exhibit "A"

Articles of Incorporation

ARTICLES OF INCORPORATION
FOR
MEADOW BROOK CONDOMINIUM
HOMEOWNERS ASSOCIATION, INC.

WE, the undersigned natural persons, all being of the age of eighteen years or more, acting as incorporators under the Utah Revised Nonprofit Corporation Act, adopt the following Articles of Incorporation:

Name. The name of the Corporation is MEADOW BROOK CONDOMINIUM HOMEOWNERS ASSOCIATION, INC. (herein referred to as the "Corporation").

Duration. The duration of the Corporation shall be perpetual, unless dissolved by the action of the Corporation or by operation of law.

Purposes. The purposes of the Corporation are to function in behalf of the members of the Meadow Brook Condominium Homeowners Association located in Weber County, Utah, and to enforce the Covenants, Conditions and Restrictions as set forth in the Declaration for Meadow Brook and any amendments thereof, and to provide the other services and perform all of the other functions set forth in the Declaration and any amendments thereof, and as may become desirable or necessary for the benefit of the members. The Corporation shall have all powers, rights, and privileges available to corporations under the laws of the State of Utah.

Membership/Stock. The owners of the Corporation shall be the owners of Units in all of Meadow Brook Condominium, located in Weber County, Utah. Membership is appurtenant to the Unit, and shall pass automatically to the owner of that Unit upon conveyance of title. There shall be issued 143 shares in the Corporation (one per Unit). The Unit Owners shall have an interest in the Corporation as described below:

The Association shall have one (1) class of membership—Class A, described more particularly as follows:

1. **Class A.** Class A Members shall be all Owners. Class A Members shall be entitled to vote on all issues before the Association, subject to the following:
 - a. **Voting.** Each Unit Owner shall have right to vote based on percentages as provided in the Meadow Brook Condominium Homeowners Association Declaration and Bylaws.
 - b. **Subject to Assessment.** No vote shall be cast or counted for any Unit not subject to assessment;

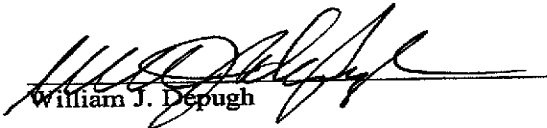
- c. **Multiple Owners.** When more than one (1) person or entity holds such interest in a Unit, the vote for such Unit shall be exercised as those persons or entities themselves determine and advise the Secretary of the Association prior to any meeting. In the absence of such advise, the vote of the Unit shall be suspended in the event more than one (1) person or entity seeks to exercise it.
 - d. **Number of Shares.** The Corporation is authorized to issue up to 143 shares of Class A stock.
- 2. Class A shares shall have unlimited voting rights.
 - 3. The owners of Class A shares shall be entitled to receive the net assets of the Corporation upon dissolution.

Registered Agent. The registered agent for the Corporation is:

William J. Depugh
222 W. Meadow View Drive
Ogden, UT 84404

Acceptance of Appointment

I, William J. Depugh, hereby accept the appointment as the registered agent for MEADOW BROOK CONDOMINIUM HOMEOWNERS ASSOCIATION, Inc.


William J. Depugh

Bylaws. The Corporation hereby adopts the Bylaws of the Association as recorded in the office of the County Recorder for Weber County, on August 19, 1998, in Book 1949, beginning on page 1757 as Entry #1567684. Hereafter, bylaws may be adopted, amended, or replaced by the vote of Members.

Address of Corporation's Registered Office. The principal place of business of the Corporation, and its initial offices are located at, 222 West Meadow View Drive, Ogden, Utah, 84404. The Corporation may establish such other offices and locations as it deems appropriate for the operation of its business.

Distributions. The corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth above.

Dissolution. Upon the dissolution of the corporation, assets shall be distributed to the Unit Owners.

Board of Directors. There will initially be five (5) Directors of the Corporation, provided, however, the Board of Directors may consist of a greater number Directors than three as determined by the members in a duly called meeting and by a amendment of the Enabling Declaration. The initial Board of Directors, who will serve until the election of officers and Directors at the first annual member's meeting, are:

<u>Name</u>	<u>Address</u>
William J. Depugh	222 W. Meadow View Drive Ogden, UT 84404
Ryan Woodward	351 Meadow Brook Drive Ogden, UT 84404
Kayti B. Depugh	222 W. Meadow View Drive Ogden, UT 84404
Charles Martineze	

The Directors will elect one of them to act as Chairman until the first annual member's meeting.

Officers. The initial officers of the corporation are:

President	William J. Depugh
Vice President	Ryan Woodward
Secretary/Treasurer	Kayti B. Depugh
Member	Charles Martineze

Annual Meeting. The annual meeting of the members shall be held on the third Saturday of June of each year, at such place as shall be stated in the notice of meeting or in a duly executed waiver of notice; provided however, that whenever such a date falls upon a legal holiday, the meeting shall be held on the next succeeding business day and further provided that the Board of Directors may by resolution, fix the date of the annual meeting at such other date as the Board may deem appropriate. At such meeting, the current members shall elect Directors for one two (2) year term to serve until their successors shall be elected and shall qualify. Only current members of Units owned in the Association shall be elected Directors according to the percentage as required by law.

Limitations on Liability. The Officers, Directors, and Members of the Corporation shall not be held personally liable for the debts and obligations of the Corporation.

Incorporators. The incorporators of the Corporation are:

William J. Depugh
222 W. Meadow View Drive
Ogden, UT 84404

Ryan Woodward
351 Meadow Brook Drive
Ogden, UT 84404

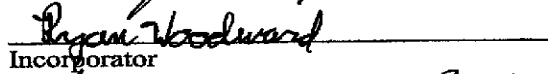
Kayti B. Depugh
222 W. Meadow View Drive
Ogden, UT 84404

Amendment. These Articles of Incorporation may be amended from time to time as authorized by the Enabling Declaration and as permitted by law.

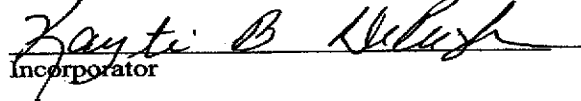
In Witness Whereof, we, William J. DePugh, Ryan Woodward, and Kayti B. DePugh, have executed these Articles of Incorporation in duplicate this 27th day of June, 2008, and say: That we are the incorporators herein; that we have read the above and foregoing Articles of Incorporation; that we know the contents thereof and that the same is true to the best of our knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters we believe them to be true.



Incorporator



Incorporator



Incorporator

State of Utah)
 : ss
County of Weber)

On the 20th day of JUNE, 2008, the foregoing instrument was acknowledged and verified before me by William J. DePugh, Ryan Woodward, and Kayti B. DePugh, who personally appeared before me, and being by me duly sworn declare under penalty of perjury that they are the incorporators of MEADOW BROOK CONDOMINIUM HOMEOWNERS ASSOCIATION, INC., and that they signed the foregoing, and that the statements contained therein are true and correct.

In witness whereof, I have set my hand and seal this 20th day of JUNE, 2008.


Notary Public



Exhibit "B"

Legal Description

EXHIBIT B

Legal Description

All of Units 1 through 140, and 142 through 144, Meadow Brook Condominium,
Ogden City, Weber County, Utah.

Units 1--58	(Tax I.D. # 12- 144- 0001 through 12-144-0058) ✓
Units 59--99	(Tax I.D. # 12- 145- 0001 through 12-145-0041) ✓
Units 100--140	(Tax I.D. # 12- 146- 0001 through 12-146-0041) ✓
Units 142--144	(Tax I.D. # 12- 169- 0001 through 12-169-0003) ✓

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