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WHEN RECORDED, PLEASE RETURN TO:

West Jordan City Attorney  
8000 South Redwood Road  
West Jordan, Utah 84088

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22 NOVEMBER 93 10:45 AM  
KATIE L. DIXON  
RECORDER, SALT LAKE COUNTY, UTAH  
WEST JORDAN CITY  
REC BY: SHARON WEST , DEPUTY

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ARTICLES OF INCORPORATION

OF

CARRIAGE LANE AT THE GROVE HOMEOWNERS ASSOCIATION, INC.  
(A Non-Profit Corporation)

ARTICLE I  
NAME

THE NAME of the Corporation shall be CARRIAGE LANE  
AT THE GROVE HOMEOWNERS ASSOCIATION, INC.

ARTICLE II  
DURATION

The Corporation shall be perpetual unless sooner terminated by law,  
or under such terms and conditions as may be hereinafter referred  
to.

ARTICLE III  
CORPORATE PURPOSES

This Corporation is organized as a non-profit corporation  
exclusively for civic and social purposes for the betterment of the  
community within the meaning of the Utah Code and Internal Revenue  
Code. Primary emphasis shall be placed upon the following specific  
purposes to carry out the intent of this corporation:

A. To hold title to common areas within "Carriage Lane at the  
Grove". To regulate the use of common areas. To develop and/or  
improve the project.

B. to resolve disputes within the community regarding the  
restrictive covenants of the development.

C. To undertake research and study for the advancement and  
promotion of the above purposes for the community good and in  
connection therewith to raise and receive funds from members for  
use in offsetting the cost thereof.

D. To provide educational and training programs to the  
members as shall from time to time become appropriate for the  
promotion and advancement of the above-stated purposes.

E. The above purposes shall not be construed as limitation

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upon the activities of this corporation and it shall be entitled to pursue any of the purposes cited in or provided for in the statutes of the State of Utah provided that it shall exercise only such powers as are in furtherance of the aforesaid community purposes.

ARTICLE IV  
MEMBERS

The Corporation shall have as members those whose names appear as owners of Lots 1 through 7 inclusive of "Carriage Lane at the Grove" condominium Project in the Records of the Salt Lake County Recorder.

When a lot sells, the owner(s) of that lot shall cease to be a member and the new owner(s) shall have membership.

Members shall be entitled to one (1) vote per lot regardless of the number of title holders to the lot.

Members shall be required to pay the dues assessed by the Board of Trustees in order to have a vote at the annual or any other meeting of members. A majority vote is needed to conduct business by the members. Four (4) lots shall constitute a majority for purposes of these Articles.

ARTICLE V  
SHARES OF STOCK

Shares of stock evidencing membership in the corporation shall not be issued or required.

ARTICLE VI  
ANNUAL MEETING

An annual meeting of the members of the corporation shall be held at a time and place to be determined by the Board of Trustees or as set forth in By-laws of the Association.

ARTICLE VII  
BOARD OF TRUSTEES

The property, business, and affairs of the corporation shall be managed by a Board of Trustees as indicated in the By-laws. Trustees must be lot owners of "Carriage Lane at the Grove", except one Trustee shall always be the Developer's Agent.

A majority of the members of the board shall constitute a quorum for the transaction of business including the filling of vacancies of officers at any regular or special meeting of the governing board.

The trustees of the Board shall be elected by the members at annual meetings. The term of office of the Trustees of the

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Board shall be as set forth in the By-Laws and until their successors have been elected and qualified. A Trustee may be removed by majority vote of the lot owners at any time.

ARTICLE VIII  
OFFICERS

The officers of the corporation shall consist of a President, Secretary and Treasurer who shall be appointed by and serve at the pleasure of the Governing Board and who shall exercise such duties as authorized by law and as the Governing Board shall prescribe.

The offices of President and Secretary shall never be held by the same person. The initial officers of the Corporation are:

		<u>ADDRESS</u>
<b>PRESIDENT:</b>	DALE RINDLISBACHER	2785 West 9000 South West Jordan, Utah 84088
<b>SECRETARY- TREASURER</b>	LORIEN RINDLISBACHER	2785 West 9000 South West Jordan, Utah 84088

ARTICLE IX  
INCORPORATORS/TRUSTEES

The name and street address of the incorporator and original Trustees are:

<u>NAME</u>	<u>ADDRESS</u>
DALE RINDLISBACHER	2785 West 9000 South West Jordan, Utah 84088
LORIEN RINDLISBACHER	2785 West 9000 South West Jordan, Utah 84088

ARTICLE X  
INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The initial principal office of the Corporation is 2785 West 9000 South, West Jordan, Utah 84088. The Registered Agent of the Corporation is Dale Rindlisbacher at said address.

ARTICLE XI  
EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members,

trustees, officers or other private persons, except that the corporation shall be authorized and empowered to employ individuals including any who may be serving as a member, trustee, or officer and to pay a reasonable compensation for such employment and other services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on: (a) be a corporation exempt from Federal income tax under the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or, (b) be a corporation, contributions to which are deductible under the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The Corporation may, by agreement, receive funds from any individual, group, organization or agency, whether public or private, in furtherance of and consistent with the above-stated purposes.

**ARTICLE XII**  
**DISSOLUTION**

Upon the dissolution of the Corporation, the Governing Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or community purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

DATED this 9<sup>th</sup> day of November, 1993

INCORPORATORS:

Dale L. Rindlesbacher  
Steven T. Rindlesbacher

REGISTERED AGENT:

Dale L. Rindlesbacher

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STATE OF UTAH )  
 ) ss.  
COUNTY OF SALT LAKE )

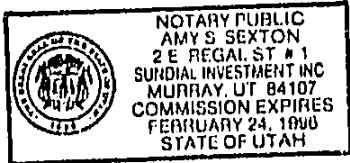
On this the 9<sup>th</sup> day of November, 1993, personally appeared before me the incorporators: DALE RINDLISBACHER and LORIEN RINDLISBACHER, and the registered agent, who, being first duly sworn, severally declared that they are the persons who signed the above foregoing Articles of Incorporation as incorporators and registered agent and that the statements therein contained are true.

SUBSCRIBED AND SWORN to before me this 9<sup>th</sup> day of November, 1993.

Amy Sexton  
NOTARY PUBLIC

My Commission Expires:  
2/24/96

Residing at:  
Salt Lake County



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