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Utah Div. of Corp. & Comm. Code

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 17 day of Mar 2014  
In this office of this Division and hereby issue  
This Certificate thereof.

EXPEDITE



Examiner: [Signature]  
Date: 3-18-14  
Kathy Berg  
Division Director

MAR 17 11:47 PM '14

**ARTICLES OF INCORPORATION**  
**OF**  
**DAYBREAK LAKE VILLAGE**  
**CONDOMINIUMS OWNERS' ASSOCIATION, INC.**

I, the undersigned, being of the age of eighteen years or more, acting as incorporator of a corporation under the Utah Revised Nonprofit Corporation Act, *Utah Code Ann.* §16-6a-101, *et seq.*, as it may be amended, do hereby adopt the following Articles of Incorporation for such corporation (the "**Corporation**"):

**Article 1. Name.** The name of the corporation is the Daybreak Lake Village Condominiums Owners' Association, Inc.

**Article 2. Principal Office.** The address of the initial principal office of the Corporation and the initial mailing address of the Corporation is 4700 W. Daybreak Parkway, South Jordan, Utah 84095.

**Article 3. Duration.** The Corporation shall exist in perpetuity unless otherwise terminated or dissolved by law or in accordance with Article 12.

**Article 4. Applicable Statutes.** The Corporation is a nonprofit corporation organized pursuant to the provisions of the Utah Revised Nonprofit Corporation Act, §16-6a-101, *et seq.* (the "**Act**").

**Article 5. Definitions.** All capitalized terms used herein which are not defined shall have the meaning set forth in the Declaration of Condominium of Lake Village Condominiums, recorded by Kennecott Land Company, a Delaware corporation ("**Declarant**"), in the Office of the Recorder of Salt Lake County, Utah, on September 11, 2013, as Entry No. 11721987, as it may be amended and/or supplemented from time to time (the "**Lake Village Condos Declaration**").

**Article 6. Purposes and Powers.** This Corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends and no part of its net earnings shall inure to the benefit of any member, director, or individual. The balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind or nature, shall be used and distributed exclusively for the purposes set forth in this Article 6.

(a) By way of explanation and not limitation, the purposes for which the Corporation is formed are:

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(i) to be and constitute the Association to which reference is made in the Lake Village Condos Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws of Daybreak Lake Village Condominiums Owners' Association, Inc. (the "**By-Laws**"), and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of the real property that is described in and submitted to the terms of the Lake Village Condos Declaration, as added to or withdrawn, from time to time (collectively, the "**Lake Village Condos Property**").

(b) In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Lake Village Condos Declaration or By-Laws, may be exercised by its Management Committee (defined below):

(i) all of the powers conferred upon nonprofit corporations by common law and the Utah statutes in effect from time to time;

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles of Incorporation, the By-Laws, or the Lake Village Condos Declaration, including, without limitation, the following:

(A) to fix and to collect assessments and other charges to be levied pursuant to the Lake Village Condos Declaration;

(B) to lease, manage, control, operate, maintain, repair, and improve property subject to the Lake Village Condos Declaration or any other property as to which the Association has a right or duty to provide such services pursuant to the Lake Village Condos Declaration, By-Laws, or any covenant, easement, contract, or other legal instrument;

(C) to enforce covenants, conditions, or restrictions affecting any property, to the extent the Association may be authorized to do so under the Lake Village Condos Declaration, By-Laws, or other recorded covenants;

(D) to engage in activities that will actively foster, promote, and advance the common interests of all owners of property subject to the Lake Village Condos Declaration;

(E) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(F) to borrow money for any purpose, subject to such limitations as may be set forth in the By-Laws and/or the Lake Village Condos Declaration;

(G) to enter into, make, perform, or enforce contracts of every kind and description and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in concert with any other association, corporation, or other entity or agency, public or private;

(H) to act as agent, trustee, or other representative of other corporations, firms, or individuals and, as such, to advance the business or ownership interests of such corporations, firms, or individuals, as the Management Committee deems advisable in its business judgment;

(I) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the Association's affairs, consistent with the Lake Village Condos Declaration; and

(J) to provide or contract for services to the Lake Village Condos Property as the Management Committee may determine to be necessary or desirable to supplement the services provided by local government.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers that may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article.

**Article 7. Membership.** The Corporation shall be a membership corporation without certificates or shares of stock. The Declarant, for such period as is specified in the Lake Village Condos Declaration, and each Owner of a Unit (as such capitalized terms are defined in the Lake Village Condos Declaration) within the Lake Village Condos Property, shall be a member of the Corporation and shall be entitled to such voting rights and membership privileges as are set forth in the Lake Village Condos Declaration and the By-Laws.

**Article 8. Management Committee.** The Corporation's business and affairs shall be conducted, managed, and controlled by a management committee ("**Management Committee**") performing the same role as a board of directors under the Act. The Management Committee may delegate its operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

The initial Management Committee shall consist of not less than three (3) or more than seven (7) members, as provided in the By-Laws. The initial Management Committee shall consist of three (3) directors. The names and addresses of the initial directors, who shall hold office until their successors are elected and have qualified, or until removed are as follows:

Ty McCutcheon

4700 W. Daybreak Parkway  
South Jordan, Utah 84095

Gary Langston

4700 W. Daybreak Parkway

South Jordan, Utah 84095

Rulon T. Dutson

4700 W. Daybreak Parkway  
South Jordan, Utah 84095

The method of election, removal and filling of vacancies, and the term of office and number of directors shall be as set forth in the By-Laws.

**Article 9. By-Laws.** The By-Laws shall be adopted by the Management Committee and may be altered, amended, or rescinded in the manner provided in the By-Laws.

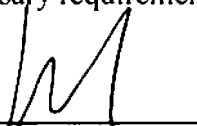
**Article 10. Indemnification of Directors.** The Corporation shall indemnify its officers, directors, and committee members as and to the extent required by the By-Laws. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**Article 11. Amendments.** These Articles may be amended only upon a resolution duly adopted by the Management Committee and approved by the affirmative vote of members representing at least two-thirds (2/3) of the total number of votes of Owners in the Lake Village Condos Property. In addition, the Declarant's consent shall also be required for any amendment, to the extent permitted by applicable law.

**Article 12. Dissolution.** The Corporation may be dissolved only as provided in the By-Laws and by the laws of the State of Utah. In addition, the Declarant's written consent shall also be required to dissolve the Corporation, to the extent permitted by applicable law.

**Article 13. Merger and Consolidation.** The Corporation may merge or consolidate only upon a resolution duly adopted by the Management Committee and members representing at least two-thirds (2/3) of the total number of votes of Owners in the Lake Village Condos Property. In addition, the Declarant's written consent shall also be required, to the extent permitted by applicable law.

**Article 14. Registered Agent and Office.** The initial registered agent of the Corporation is Matthew L. Molloy, Esq. whose address is Ward | Molloy, P.C., 800 McIntyre Building, 68 South Main Street, Eighth Floor, Salt Lake City, Utah 84101. The undersigned hereby accepts and acknowledges appointment as the initial registered agent of the Corporation and confirms that he meets the necessary requirements.

  
\_\_\_\_\_  
Matthew L. Molloy

**Article 15. Incorporator.** The name of the incorporator of the Corporation is Matthew L. Molloy, whose address is Ward | Molloy, P.C., 800 McIntyre Building, 68 South Main Street, Eighth Floor, Salt Lake City, Utah 84101.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of March, 2014.



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Matthew L. Molloy, Incorporator