



E# 2578446 PG 1 OF 10
ERNEST D ROWLEY, WEBER COUNTY RECORDER
29-May-12 11:14 AM FEE \$111.00 DEP S
REC FOR: HELGESEN WATERFALL & JONES
ELECTRONICALLY RECORDED

AMENDMENT
TO THE
DECLARATION OF STONEGATE
(AN EXPANDABLE CONDOMINIUM)

This Amendment to the Stonegate Condominium Enabling Declaration ("Amended Declaration") is made and executed on the date shown below by the unit owners in Stonegate after having been voted on and approved by the owners in Stonegate.

RECITALS

WHEREAS, Stonegate was created by the recording of a "Declaration of Stonegate (an Expandable Condominium)" (hereinafter "Enabling Declaration") recorded in the records of Weber County, Utah, on July 6, 1987, as entry number 1017352, in book 1521, beginning on page 417; and

WHEREAS, the property that is the subject of this Amended Declaration is situated in and upon that certain real property located in Weber County, State of Utah, as specifically described in Exhibit "A", attached hereto and incorporated herein by this reference, and including the common area that is appurtenant to each unit as shown on the plat maps for Stonegate, as recorded in the office of the County Recorder for Weber County, State of Utah. There are 84 units at Stonegate.

WHEREAS, The unit owners in Stonegate are desirous to create the Stonegate Condominium, Inc., a Utah non-profit corporation ("Association"), which will be 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 Enabling Declarations and any amendments thereto. The Association will be the governing body of Stonegate and will operate in accordance with this Amended Declaration, the Articles of Incorporation (attached as Exhibit "B") and the Bylaws of the Association (as set forth in Article VI of the Enabling Declaration) for the purpose of managing the common area and enforcing the provisions of the Association documents.

NOW THEREFORE, To accomplish the unit owners' objectives, the following amendments are hereby adopted to amend the Enabling Declaration and to create the Stonegate Condominium, a Utah non-profit corporation. If there is any conflict between this Amended Declaration and the Enabling Declaration, this document shall control, unless otherwise stated.

This Amended Declaration shall become effective upon recording. The Stonegate Enabling Declaration is hereby amended as follows:

AMENDMENT

**ARTICLE I
CREATION OF NON-PROFIT CORPORATION**

- 1.1 The unit owners hereby authorize and approve the creation of a Utah nonprofit corporation, to be known as Stonegate Condominium, Inc., by filing with the State of Utah the Articles of Incorporation for the Association in a form substantially similar to those contained in Exhibit "B", attached hereto. The Association shall be responsible for managing the common area within Stonegate and governing the affairs of Stonegate in accordance with the provisions of the Enabling Declarations, any amendments to the Enabling Declarations, the Articles of Incorporation and the Bylaws.
- 1.2 By voting to approve this Amended Declaration, the unit owners hereby agree to adopt the following documents:
- a. this Amended Declaration;
 - b. the Articles of Incorporation (Exhibit "B" attached hereto); and
 - c. the Bylaws of the Association as set forth in Article VI of the Enabling Declaration

as the governing documents of Stonegate Condominium, Inc., which documents shall constitute equitable servitudes that shall run with the real property described in Exhibit "A".

- 1.3 Pursuant to the provisions in this Amended Declaration wherein Stonegate is incorporated as a non-profit corporation under the laws of the State of Utah, the management of Stonegate and the common area of Stonegate shall hereafter be performed under the direction and authority of the Association's board of directors.

**ARTICLE II
ADOPTION OF BYLAWS**

The unit owners hereby authorize and approve the adoption of Bylaws for Stonegate Condominium, Inc. The Bylaws which shall govern the Association are set forth in Article VI of the Enabling Declaration.

[Signatures on following page]

CERTIFICATION

It is hereby certified that unit owners holding at least 67% of the voting interests in the Stonegate have voted to approve this Amended Declaration.

IN WITNESS WHEREOF, this 23 day of MAY, 2012.

By: Stanley R Ferrin
President

STATE OF UTAH)
 :ss.
COUNTY OF Weber)

On this 23 day of May, 2012, personally appeared before me Stanley R. Ferrin who, being by me duly sworn, did say that he is President of the Stonegate Condominium and that the within and foregoing instrument was signed in behalf of said Association and he duly acknowledged to me he executed the same.

Barbara M. Millard
Notary Public

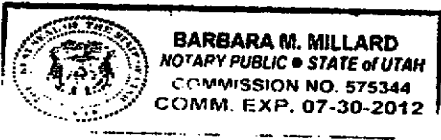


EXHIBIT "A"

Legal Description of Condominium Units at Stonegate

Units I through 12, Stonegate Phase 1, A Condominium Project, Washington Terrace City, Weber County, Utah. 07-324-0001 through 07-324-0012. ✓ NP

Units 13 through 24, Stonegate Phase 2, A Condominium Project, Washington Terrace City, Weber County, Utah. 07-330-0001 through 07-330-0012. ✓ NP

Units 37 through 48, Stonegate Phase 3, A Condominium Project, Washington Terrace City, Weber County, Utah. 07-333-0001 through 07-333-0012. ✓ NP

Units 25 through 36, Stonegate Phase 4, A Condominium Project, Washington Terrace City, Weber County, Utah. ~~07-334-0012~~ through 07-334-0012.

07-334-0001

Units 49 through 60, Stonegate Phase 5, A Condominium Project, Washington Terrace City, Weber County, Utah. 07-351-0001 through 07-351-0012. ✓ NP

Units 61 through 72, Stonegate Phase 6, A Condominium Project, Washington Terrace City, Weber County, Utah. ~~07-357-0001~~ through 07-357-0012. ✓

07-357-0001

Units 73 through 84, Stonegate Phase 7, A Condominium Project, Washington Terrace City, Weber County, Utah. 07-366-0001 through 07-366-0012. ✓ NP

EXHIBIT "B"
Articles of Incorporation

ARTICLES OF INCORPORATION

FOR

STONEGATE CONDOMINIUM, INC.

The undersigned adult natural persons, acting as incorporators, hereby establish a nonprofit corporation pursuant to the Utah Revised Nonprofit Corporation Act (the "Act") and adopt the following articles of incorporation for such corporation;

ARTICLE I NAME

The name of the corporation is "Stonegate Condominium, Inc." (hereinafter the "Association").

ARTICLE II DURATION

The Association shall have perpetual existence.

ARTICLE III PURPOSES AND POWERS

- 3.1 **Purposes** The Association is organized as a nonprofit corporation and shall be operated to promote the health, safety and welfare of all members of the Association in connection with Stonegate and to establish, provide, and maintain a desirable community and environment for all member unit owners.
- 3.2 **Powers** In furtherance of the foregoing purposes, and subject to the restriction set forth in paragraph 3 of this Article, the Association shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Utah and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as may be prescribed by law.
- 3.3 **Restrictions Upon Purposes and Powers** The foregoing purposes and powers of the Association are subject to the following limitations:
 - Earnings of Association** No part of the net earnings of the Association (if any) shall inure to the personal benefit of any member of the Association; however, this restriction shall not limit or impair the Association's right to compensate

Members for services rendered or for goods sold or leased to the Association;

Nonprofit Organization The Association shall be organized and operated exclusively for non-profitable purposes as set forth in Section 528 of the Internal Revenue Code as it is now or may hereafter be amended, or in any corresponding provision of any future law of the United State of America providing for exemption of similar organizations from income taxation; and

ARTICLE IV DIVIDENDS & DISTRIBUTIONS

The Association shall not pay any dividends. No distribution of the corporate assets to Members (as such) shall be made except as permitted by the Internal Revenue Code and the Utah Code sections governing condominiums and community associations. Upon dissolution of the Association, the assets shall be distributed as provided in Article X herein.

ARTICLE V MEMBERSHIP AND VOTING

- 5.1 **Members** The Association shall have Members. Every owner of a unit which is subject to assessment shall be a Member of the Association. Each membership shall be pertinent to and may not be separated from ownership of the unit to which the membership is attributable.
- 5.2 **Stock** No stock in the Association shall be issued. The Board may, in its discretion, issue certificates evidencing a Member's membership in the Association. A person's membership, however, is not affected by the holding of such a certificate and a Member is entitled to all the benefits and subject to all obligation of membership whether or not the Member holds a membership certificated.
- 5.3 **Voting** The Association shall have one class of voting membership. Each unit shall be entitled to one vote on any given matter, regardless of the number of Members owing an interest in such unit. The Members owning a particular unit are authorized to cast the vote attributable to the unit. The Board may suspend the voting rights of Members for a particular unit if the Members are in violation of the Declaration.
- 5.4 **Right to Vote** No change in the ownership of a membership shall be effective for voting purposes unless and until the Board is given actual written notice of such change and is provided satisfactory proof thereof. The vote for each unit must be cast as a unit, and factional votes shall not be allowed. If a unit is owned by more than one person or entity and such owners are unable to agree among themselves as to show their vote or votes shall be cast, they shall not be entitled to vote on the matter in question. If any Member casts a vote representing a certain unit, it will thereafter be conclusively presumed for all purposes that he was acting with the authority and consent of all other owners of the same unit unless objection thereto is made at the time the vote is cast. If more than one vote is cast for a particular unit, none of the said votes shall be counted and all said votes shall

be deemed void. Voting by proxy is allowed as set forth in the Association's Bylaws.

- 5.5 No Cumulative Voting** In any election of the members of the Board, the owner(s) of a given unit shall collectively have one vote for each Director position to be elected. The candidate receiving the highest number of votes for a given Director position shall be deemed elected to such position. Cumulative voting shall not be allowed in the election of members of the Board or for any other purpose.
- 5.6 Transfer of Membership** The rights and obligations of memberships in the Association shall not be assigned, transferred, pledged, conveyed or alienated in any way except upon transfer of ownership to an owner's unit and then only to the new owner of the unit. A transfer of ownership to a unit may be effected by deed, intestate succession, testamentary disposition, foreclosure of a mortgage of record, or such other legal process as now in effect or as may hereafter be established under or pursuant to the laws of the State of Utah. Any attempt to make a prohibited transfer shall be void. Any transfer of ownership to a unit shall automatically transfer the membership appurtenant to said unit to the new owner thereof.

ARTICLE VI SHARE OF STOCK

The Association shall not issue any shares of stock.

ARTICLE VII DIRECTORS

The management of the affairs of the Association shall be vested in a Board of Directors, except as otherwise provided in the Act, these Articles of Incorporation or the Bylaws of the Association. The number of Directors, their classification, if any, their terms of office and the manner of their election or appointment shall be determined according to the Bylaws of the Association from time to time in force.

Five Directors shall constitute the Board of Directors. Their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Stanley R. Ferrin, President	5415 South 350 East #59, Washington Terrace, Utah 84405
Sherrie Hartman, Board Member	5435 South 350 East #4, Washington Terrace, Utah 8440
Janelle Gardner, Board Member	5420 South 350 East #46, Washington Terrace, Utah 84405
Wayne Palmer, Board Member	5420 South 350 East #42, Washington Terrace, Utah 84405
Rachelle Pierce, Secretary	5445 South 350 East #28, Washington Terrace, Utah 84405

**ARTICLE VIII
BYLAWS**

The current Bylaws of the Association shall be those adopted as the Bylaws of the Association in connection with the Enabling Declaration. The Bylaws of the Association may contain any provisions for the regulation or management of the affairs of the Association which are not inconsistent with law or these articles of incorporation, as these articles may from time to time be amended.

**ARTICLE IX
INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT**

The address of the initial principal office of the Association is Stonegate Condominium, 4605 Harrison Blvd., Ogden, UT 84403. The address of the initial registered office is 4605 Harrison Blvd., Ogden, UT 84403. The name of the Association's registered agent at such address is Richard W. Jones.

**ARTICLE X
DISSOLUTION**

The Association may be dissolved only upon termination of Enabling Declarations for Stonegate. Written notice of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets, as set forth below, shall be mailed to every Member at least 30 days in advance of any action taken. Upon dissolution of the Association, the assets both real and personal of the Association, shall be distributed according to the provisions of the Act and the Utah Code sections governing condominiums and community associations.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator of this Association is:

Stanley R. Ferrin, 5415 S. 350 E. #59, Washington Terrace, UT 84405

**ARTICLE XII
AMENDMENT**

The Association may amend these Articles of Incorporation by a vote of not less than 67% of the members.

IN WITNESS WHEREOF, I, Stanley R. Ferrin have executed these Articles of Incorporation this 18 day of MAY, 2012, and say: That I am the incorporator herein and have read the above and foregoing Articles of Incorporation and know the contents thereof and that the same is true to the best of my knowledge and belief.


Stanley R. Ferrin

ACKNOWLEDGMENT OF ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts and acknowledges appointment as the initial registered agent of the Association named above.


Richard W. Jones