

Division of Corporations and Commercial Code  
I hereby certified that the foregoing has been filed  
and approved on this 28 day of Feb 2022  
In this office of this Division and hereby issued  
This Certificate thereof.

**EXPEDITE**

Examiner

Date

3-1-22

**ARTICLES OF INCORPORATION**

**OF**

**MARCELLA HOA, INC.**

(a Utah nonprofit corporation)



Leigh Veillette  
Leigh Veillette  
Division Director



RECEIVED

FEB 28 2022

Utah Div. of Corp. & Comm. Code

Brett Boren, the undersigned natural person over the age of twenty-one years, acting as incorporator of a nonprofit corporation created pursuant to the Utah Revised Nonprofit Corporation Act, §16-6a-202, *et set.*, Utah Code Ann., as amended (the "Act"), hereby adopts the following Articles of Incorporation for such nonprofit corporation (the "Articles").

**ARTICLE I  
NAME**

The name of this nonprofit corporation is: MARCELLA HOA, INC. (the "Association").

**ARTICLE II  
DEFINITIONS**

Except as otherwise provided herein, all terms defined in that certain Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Marcella, recorded in the Official Records of Wasatch County (the "Declaration"), shall have such defined meanings when used in these Articles. The Declaration is hereby incorporated by reference and made a part of these Articles.

**ARTICLE III  
DURATION**

Unless earlier dissolved pursuant to the Act or Bylaws of the Association (the "Bylaws"), the duration of the Association is perpetual.

**ARTICLE IV  
PURPOSE AND POWER**

The Association is organized as a nonprofit corporation to be and to serve as the association of Unit Owners for the Development, as further described in the Declaration. The Association shall operate exclusively for the purpose of administering and enforcing the Declaration and to exercise the rights, powers and duties of the Association set forth in the Declaration. Subject to any limitations herein expressed, the Association shall have and may exercise the power to do any and all things that the Association is authorized or required to do under the Declaration, the Bylaws and the Act, including, without limiting the generality of the foregoing, the power to fix, levy and collect the charges and Assessments provided for in the Declaration.

**ARTICLE V  
STOCK, MEMBERSHIP AND VOTING RIGHTS**

The Association will not issue stock, and neither the issuance nor the holding of stock shall be necessary to evidence Association membership.

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Except to the extent otherwise provided in the Declaration and/or the Bylaws:

1. Every Owner of a Unit shall be a Member of the Association, and the Declarant shall be a Member of the Association so long as it owns any part of the Development (unless and until the Declarant expressly relinquishes in writing its status as a Member);
2. There shall be one (1) Association membership for each Unit, which Association membership shall be held jointly by all Owners of that Unit;
3. No persons or entities other than Declarant or an Owner of a Unit may be a Member of the Association;
4. Association membership shall be mandatory, and not optional, and shall be appurtenant to and may not be separated from the ownership of any Unit (except in the case of Declarant as provided under the Declaration), and shall begin immediately upon becoming an Owner and terminate when such ownership ceases;
5. There will be two classes of voting membership as provided in the Declaration;
6. The number of votes in the Association for each Unit are set forth in the Declaration; and
7. The voting rights in the Association appurtenant to each Unit shall vest upon execution and recordation of the Declaration, and shall be exercisable pursuant to the terms and conditions of the Declaration and Bylaws.

#### **ARTICLE VI ASSESSMENTS**

Association Members shall be subject to Assessments by the Association from time to time in accordance with the provisions of the Declaration and Bylaws. Association Members shall be liable to the Association for such Assessments.

#### **ARTICLE VII DISTRIBUTIONS**

No dividend shall be paid to, and no part of the net income, if any, of the Association, shall be distributed to any of the Owners, the Board of Directors or to the officers of the Association, except as otherwise provided herein, in the Bylaws, Declaration, or the Act.

#### **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of the Association shall be managed by the Board of Directors which shall consist of at least three (3) directors (odd-numbered totals only) who shall hold office until the election of their successors for the term stated in the Bylaws. The names and addresses of those persons who shall act as directors until the selection of their successors are:

Damon Georgelas  
160 West Canyon Crest Rd.  
Alpine, UT 84004

Brett Boren  
160 West Canyon Crest Rd.  
Alpine, UT 84004

Graham Larson  
160 West Canyon Crest Rd.  
Alpine, UT 84004

**ARTICLE IX  
INITIAL PRINCIPAL OFFICE**

The address of the Association's initial principal office is:

160 West Canyon Crest Road  
Alpine, Utah 84004  
Attention: Marcella HOA, Inc.

**ARTICLE X  
INCORPORATOR**

The name and address of the incorporator is:

Brett Boren  
160 West Canyon Crest Rd.  
Alpine, UT 84004

**ARTICLE XI  
REGISTERED OFFICE AND AGENT**

The registered office of the Association and the name of the initial registered agent shall be:

Damon Georgelas  
160 West Canyon Crest Rd.  
Alpine, UT 84004

**ARTICLE XII  
LIMITATIONS ON LIABILITY**

The Association Members shall not be personally liable for the debts and obligations of the Association.

No officer or member of the Board of Directors shall be personally liable to the Association except for:



1. Acts or omissions which involve an intentional infliction of harm or an intentional violation of criminal law;
2. The amount of a financial benefit received by a member of the Board of Directors to which the member of the Board of Directors is not entitled; or
3. The payment of distributions in violation of §16-6a-824 of the Act.

**ARTICLE XIII  
BYLAWS**

The initial Bylaws shall be as adopted by the Board of Directors. Declarant and the Board of Directors shall have the power to alter, amend or repeal the Bylaws from time to time in force and adopt new Bylaws in accordance with and subject to the provisions therein. The Bylaws may contain provisions for the regulation or management of the affairs of the Association which are not inconsistent with applicable law, the Articles, or Declaration, as may be amended from time to time.

**ARTICLE XIV  
DISSOLUTION**

Upon dissolution, the Association shall make distribution of income or assets to the Association Members, after satisfaction of all debts or obligations of the Association.

**ARTICLE XV  
AMENDMENTS**

Except as otherwise provided by law or by the Declaration, these Articles may be amended only upon the affirmative vote of a majority of the members of the Board of Directors. These Articles may not be amended so as to provide for any matter that is inconsistent with the provisions of the Declaration or Bylaws.

**ARTICLE XVI  
CONFLICTS WITH GOVERNING DOCUMENTS**

In the event of any conflict or inconsistency between and among these Articles, the Bylaws, or the Declaration, the Declaration and Bylaws shall control, in that order. Any conflicting provision(s) of the Articles and/or Bylaws with the Declaration shall be amended to conform to the Declaration.

IN WITNESS WHEREOF, the undersigned, acting as incorporator, executes these Articles of Incorporation for Marcella HOA, Inc., DATED this 28th day of February, 2022.

  
Brett Boren

**REGISTERED AGENT'S ACKNOWLEDGEMENT AND CONSENT**

Damon Georgelas hereby acknowledges that he is the initial registered agent of Marcella HOA, Inc. and that he consents to act as such.

DATED this 28<sup>th</sup> day of February, 2022.

*Damon Georgelas*

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Damon Georgelas  
160 West Canyon Crest Rd.  
Alpine, UT 84004

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