

**ARTICLES OF INCORPORATION
OF
EMPIRE RESIDENCES OWNERS ASSOCIATION, INC.
(A Nonprofit Corporation)**

RECEIVED

AUG 10 2018

Utah Div. of Corp. & Comm. Code

Morgan Fife, the undersigned natural person over the age of twenty one years acting as incorporator of a nonprofit corporation pursuant to the Utah Revised Nonprofit Corporation Act (Utah Code Annotated Sections 16-6a-101 *et. seq.*) (the "Act"), hereby adopts the following Articles of Incorporation for such nonprofit corporation (the "Articles").

**ARTICLE I
NAME**

The name of the nonprofit corporation is EMPIRE RESIDENCES OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association."

**ARTICLE II
DEFINITIONS**

Except as otherwise provided herein or as may be required by the context, all terms defined in the Declaration of Condominium the Empire Residences, as is presently, or will be, recorded in the official records of Summit County, Utah, as amended from time to time, hereinafter referred to as the "Declaration" shall have such defined meanings when used in these Articles.

**ARTICLE III
DURATION**

The Association shall exist perpetually or until dissolved pursuant to law.

**ARTICLE IV
PURPOSES**

The Association is organized as a nonprofit corporation and shall be operated exclusively for the purpose of maintaining, operating, and governing Empire Residences, a Utah condominium project, located in Summit County, Utah (the "Project"), which is more particularly described in the Declaration. The Association shall be operated to perform the functions and provide the services contemplated by the Declaration.

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, or officers of the Association, except as otherwise provided herein, in the Declaration, or under Utah law.

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 10 day of AUG 20 2018
In this office of this Division and hereby issued
This Certificate thereof.

AUG 10 '18 PM3:50

Examiner _____

Date

8/20/18

Jason Sterzer
Division Director

Date: 08/13/2018
Receipt Number: 7453117
Amount Paid: \$30.00

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10944718-0140



ARTICLE V POWERS

Subject to the purposes declared in Article IV above and 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 and the Bylaws, as the same may from time to time be amended, 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 VI MEMBERSHIP AND STOCK

All of the Owners of Units at the Project shall be members of the Association. Neither the issuance nor the holding of stock shall be necessary to evidence membership in the Association. Membership in the Association shall not be assignable, except to the successor-in-interest of the Owner (including a Mortgagee) and every membership in the Association shall be appurtenant to and may not be separated from the ownership of a Unit. Ownership of a Unit shall be the sole qualification for membership in the Association. At any meeting of the Association, each Owner shall be entitled to the number of votes allocated to the Unit owned, as set forth in the Declaration. Any additional voting requirements shall be set forth in the Declaration or the Bylaws.

ARTICLE VII ASSESSMENTS

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

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Association shall be managed by Board of Directors to be known as the Management Committee. The Management Committee of the Association shall consist of not less than three (3) persons nor more than seven (7) persons. The initial Management Committee shall consist of three (3) persons whose names and addresses are as follows:

Name	Address
F. Lynn Padan	P.O. Box 980022 Park City, Utah 84098
Christina Moore	P.O. Box 980022 Park City, Utah 84098

Brian Provines

1495 Meadows Connection
Park City, Utah 84098**ARTICLE IX
PRINCIPAL OFFICE**

The address of the principal office of the Association is P.O. Box 980022, Park City, UT 84098.

**ARTICLE X
REGISTERED OFFICE AND AGENT**

The registered office of the Association is 2500 N. University Ave., Ste. 100, Provo, UT 84604, and the name of the initial registered agent at such address is RSA Registered Agent Corp.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator of the Association is as follows: Morgan Fife, 2500 North University Ave., Ste. 100, Provo, UT 84604.

**ARTICLE XII
BYLAWS**

The Declaration includes and sets forth the Bylaws for the Association for the regulation and management of the affairs of the Association.

**ARTICLE XIII
AMENDMENTS**

Except as otherwise provided by law or by the Declaration or Bylaws, these Articles may be amended in accordance with the Act. These Articles may not be amended so as to provide for any matter that is inconsistent with the provisions of the Declaration and Bylaws (as the Declaration and Bylaws may from time to time be amended).

**ARTICLE XIV
LIMITATIONS ON LIABILITY**

The members of the Association shall not be personally liable for the debts and obligations of the Association. No officer or member of the Management Committee of the Association shall be personally liable for the Association except:

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

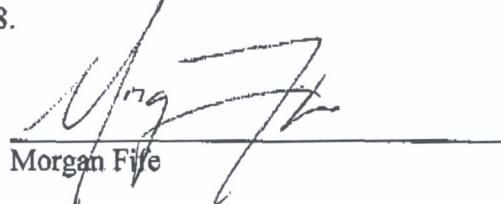
ARTICLE XV DISSOLUTION

The Association may be dissolved in accordance with the Act and the Declaration. Upon dissolution, the assets of the Association shall be divided among all of its members according to their undivided interest in the Common Areas and Facilities of the Project.

ARTICLE XVI CONFLICT WITH DECLARATION

In the event of any conflict or inconsistency between the provisions of these Articles and the provisions of the Declaration and Bylaws (as the Declaration and Bylaws may from time to time be amended), the provisions of the Declaration and Bylaws shall control (in that order).

DATED this 10th day of August, 2018.



Morgan Fife

A handwritten signature in black ink, appearing to read "Morgan Fife". It is written in a cursive, flowing style with some loops and variations in thickness.

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