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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
WINSTON PARK HOMEOWNERS ASSOCIATION
A UTAH NONPROFIT CORPORATION**

- A. WHEREAS, Winston Park Homeowners Association (the “Association”) was initially incorporated and organized as a Utah nonprofit corporation on July 12, 2022; and
- B. WHEREAS, the Declarant is, at the time of this amendment, within its period of administrative control of the Association¹ pursuant to the Declaration; and
- C. WHEREAS, the Declarant has the authority to amend the Association’s Articles of Incorporation during its period of administrative control; and
- D. WHEREAS, the Declarant has determined that the Corporation should elect to be taxed as a homeowners association under Section 528 of the Internal Revenue Code, and for other reasons reflected herein;
- E. THEREFORE, BE IT RESOLVED that the Articles of Incorporation for Winston Park Homeowners Association shall be amended, restated, and replaced in their entirety upon this instrument being duly filed with the Utah Division of Corporations and Commercial Code.

ARTICLE I Corporation Name and Initial Office

The name of the nonprofit corporation is and shall remain **Winston Park Homeowners Association** (the “Corporation”).

The Corporation may change its principal office address from time to time by the Declarant during the period of administrative control² or by resolution of the Board of Directors, which is hereby authorized to approve such changes and ensure the necessary filings are made at its sole discretion.

ARTICLE II Registered Agent

The Corporation shall maintain a registered office and a registered agent in the State of Utah as required by law. The current registered agent of the Corporation is:

Burt R. Willie, Esq.
Smith Knowles, PLLC
2225 Washington Boulevard, Suite 200

¹ Second Amended and Restated Declaration of Covenants, Conditions, and Restrictions – Winston Park Homeowners Association, recorded as Entry No. 3354588 on January 16, 2025, in the Recorder’s Office of Weber County, Utah.

² Decl., Art. 15.1 – Declarant Control Period.

Ogden, Utah 84401

The Corporation may change its registered agent from time to time, either by the Declarant during the period of administrative control or by resolution of the Board of Directors. Any such change shall become effective only upon filing the updated registered agent information with the Utah Division of Corporations and Commercial Code. The Board of Directors is hereby authorized to approve such changes and ensure the necessary filings are made at its sole discretion.

ARTICLE III Duration

The duration of the Corporation is and shall remain perpetual.

ARTICLE IV Purpose

The Corporation shall operate for the purpose of managing, maintaining, and caring for the property of the Association, and enforcing the governing documents, in accordance with the Nonprofit Act, other applicable laws, the Association's duly recorded Declaration of Covenants, Conditions, and Restrictions (as it may be adopted, amended, or restated from time to time, the "Declaration"), and the Association's other governing documents.

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its Directors, Officers, committee members, volunteers, members, or any other individuals, except for the return of excess assessments to members in compliance with applicable law.

ARTICLE V Homeowners Association

A homeowners association with the same name as the Corporation has been organized in accordance with the **Utah Community Association Act** (Utah Code § 57-8a-101 *et seq.*) (the "Act") as a Utah nonprofit corporation—i.e., the Corporation—pursuant to Section 228(2) of the Act.

Except as the context may otherwise require, the terms "Corporation" and "Association" as used herein generally refer to the same entity.

ARTICLE VI Election to File Under Section 528 of the Internal Revenue Code

The Corporation hereby elects to be taxed as a homeowners association under Section 528 of the Internal Revenue Code of 1986, as amended, and shall annually file Form 1120-H (U.S. Income Tax Return for Homeowners Associations) to report its income and expenses in accordance with the requirements set forth under Section 528. The Corporation shall operate for the purpose of acquiring, constructing, managing, maintaining, and caring for the property of the Association, as required under Section 528(c)(1).

ARTICLE VII Declarant of the Homeowners Association

Ogden 3, LLC, a Utah limited liability company, (the "Declarant") is the Declarant of the Association and shall retain a period of administrative control over the Association as specified in the Declaration.

ARTICLE VIII Powers, Limitations, and Restrictions

The powers of the Association shall include all those granted by the Declaration, these Articles of Incorporation, the Bylaws, and the general powers enumerated in the Nonprofit Act, including Section 302, as well as any other applicable laws. These powers shall be subject to any limitations imposed by the Declaration, Articles of Incorporation, or the Bylaws.

ARTICLE IX Board of Directors

The Association shall have a board of directors (the “Directors” or the “Board of Directors”) which shall be appointed and organized in accordance with the Bylaws. The names and addresses of the current Directors are as follows:

Wade Rumsey
1835 W 1500 S
Salt Lake City, Utah, 84104

Igor Maksymiw
1510 Federal Point Dr.
Salt Lake City, UT, 84103

Uriy Maksymiw
1510 Federal Point Dr.
Salt Lake City, UT, 84103

During the Declarant’s period of administrative control, as described in the Declaration, and pursuant to Section 801(2)(b) of the Nonprofit Act, the individual(s) listed above as Directors are authorized to exercise all the powers that would otherwise be vested in the Board of Directors, and all such exercises of power shall be considered as acts of the Board of Directors.

No Director shall be compensated for their services, except as otherwise provided in the Declaration or Bylaws. However, Directors may be reimbursed for reasonable expenses incurred in the performance of their duties, subject to Board approval.

ARTICLE X Officers

The Association shall have officers (the “Officers”) which shall be appointed and organized in accordance with the Bylaws. Notwithstanding the foregoing, during the Declarant’s period of administrative control, the Officers, including the offices of president, vice president, secretary, and treasurer, as applicable, shall be the initial Director(s), as determined among themselves from time to time.

No Officer shall be compensated for their services, except as otherwise provided in the Declaration or Bylaws. However, Officers may be reimbursed for reasonable expenses incurred in the performance of their duties, subject to Board approval.

ARTICLE XI Director and Officer Liability and Indemnification

To the fullest extent permitted by law, no Director or Officer (including the initial Director(s) and Officers) shall be liable to the Corporation, the Association, or its members for monetary damages, except in cases of willful misconduct, gross negligence, or other conduct expressly precluded by law.

To the fullest extent permitted by the Nonprofit Act as amended from time to time, the Corporation shall indemnify its Directors and Officers (including the initial Director(s) and Officers) for any actions or inactions taken in good faith on behalf of the Corporation, the Association, or its members except as limited by applicable law, the Declaration, the Bylaws, or the Association's other governing documents.

ARTICLE XII Membership, Voting Rights, and Stock

The Association shall have members with voting rights, and may have members without voting rights, as provided in the Declaration. Persons shall be admitted as members in accordance with the Declaration, the Bylaws, and other governing documents of the Association.

The Association is organized as a nonprofit corporation—i.e., the Corporation—and shall not issue stock or, except as otherwise provided in the Association's governing documents, any interests in water or other property rights.

ARTICLE XIII Bylaws

The duly recorded bylaws of the Association (the "Bylaws") are hereby readopted and ratified by the Association.

ARTICLE XIV Designation of Agent

The Corporation may, from time to time and by notarized instrument executed by the Declarant or at least one authorized member of the Board of Directors, designate an agent (the "Designated Agent") to manage the affairs of the Association and conduct the business of the Corporation. All such actions taken by the Designated Agent shall be considered as actions of the Board of Directors. Such management and business shall include, but is not limited to: (1) Real Property; (2) Banks and Other Financial Institutions; (3) Operation of Entity or Business; (4) Insurance and Annuities; (5) Claims and Litigation; and (6) Taxes, as described in Utah Code, Title 75, Chapter 9 – Uniform Power of Attorney Act, as amended from time to time, regardless of whether those provisions were intended to apply to the Corporation or the Association.

The Designated Agent may also serve as the manager of the Association and may delegate its authority to act on behalf of the Association to one or more of its representatives or employees, subject to prior approval by the Board of Directors.

ARTICLE XV Conflict

In the event of any conflict or inconsistency between these Articles of Incorporation and the Declaration, the provisions of the Declaration shall prevail.

ARTICLE XVI Amendment

The Association may amend these Articles of Incorporation by an assenting vote of sixty-seven percent (67%) of the voting membership, in accordance with the voting provisions set forth in the Declaration. Such amendments shall not be effective until duly filed with the Utah Department of Commerce.

Notwithstanding the foregoing, during the Declarant’s period of administrative control, as described in the Declaration, the Declarant or the Board of Directors may unilaterally amend these Articles of Incorporation.

ARTICLE XVII Reincorporation

In the event the Corporation is terminated, dissolved, or otherwise cannot reasonably be reinstated, the Association shall be deemed an unincorporated association until such time as it is reincorporated. In such cases, the Declarant, the Board of Directors, or any member of the Association may act as the incorporator to reincorporate the Association and select initial or acting directors. Notwithstanding the foregoing, any actively serving Directors at the time of reincorporation shall automatically serve as the initial or acting directors and shall continue to serve pursuant to the Bylaws.

ARTICLE XVIII Certificate and Signatures

This restatement of the Articles of Incorporation, as amended, was duly adopted by the Board of Directors and the Declarant during the period of administrative control, as permitted under the Declaration and the Utah Revised Nonprofit Corporation Act. Member action was not required for adoption of this amendment.

DECLARANT AND ASSOCIATION:

By: /s/ L. Alan Collins, Esq.
L. Alan Collins, Esq.
Attorney for the Declarant
As authorized by the Board of Directors

Date: January 23, 2025