

**ARTICLES OF INCORPORATION
OF
TERRAINE COMMUNITY COUNCIL**

In compliance with the requirements of the Utah Revised Nonprofit Corporation Act, Utah Code § 16-6a-101 *et seq.* (the “Act”), and pursuant to the Covenants for Community for Terraine that and the Master Declaration of Covenants, Conditions, and Restrictions, and Reservation of Easements (the “Master Declaration”) that are or will be recorded with the Office of Recorder for Salt Lake County, Utah, the undersigned (“Declarant”) hereby forms a Utah nonprofit corporation, as described herein:

**ARTICLE 1
NAME**

The name of the corporation is TERRAINE COMMUNITY COUNCIL

**ARTICLE 2
REGISTERED AGENT**

The name and address of the registered agent for Terraine Community Council are as follows:

Third Cadence LLC
489 W. South Jordan Parkway, Suite 200
South Jordan, UT 84095

**ARTICLE 3
PRINCIPAL ADDRESS**

The principal address of the corporation is:

489 W. South Jordan Parkway, Suite 200
South Jordan, UT 84095

**ARTICLE 4
INCORPORATOR**

The name and address of the incorporator is as follows:

Ty McCutcheon
489 W. South Jordan Parkway, Suite 200
South Jordan, UT 84095

ARTICLE 5
PURPOSES

The corporation is organized as a nonprofit corporation and does not contemplate pecuniary gain or profit to its directors, officers, or other persons except as authorized by the Covenant for Community, the bylaws, these Articles of Incorporation, and applicable state and federal law. The specific purposes for which Terraine Community Council is formed are to:

- (a) constitute the community council to which reference is made in the Covenant for Community;
- (b) develop, promote, enhance, and preserve a sense of “community” and contribute to the betterment of the community known as Terraine through the creation and administration of community programs, activities, and services to facilitate community member interaction, inclusiveness, involvement, community pride and the sharing of common interests and resources, consistent with the Covenant for Community;
- (c) acquire, own, and transfer real and personal property, make contracts, invest corporate funds, spend corporate funds for corporate purposes, and to engage in any activities in furtherance of, incidental to, or connected with any of the other purposes; and
- (d) promote the common good and general welfare of the Terraine community members and take any other actions and enter into any other transactions which may be reasonably necessary to accomplish the foregoing as permitted under law.

ARTICLE 6
POWERS

The corporation shall have the powers provided by law and all powers necessary or convenient to accomplish the purposes set forth in the Covenants for Community and in Article 5 herein. Notwithstanding, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c) of the Internal Revenue Code, as amended or supplemented or by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code, as supplemented or amended. No part of the net earnings of corporation shall inure to the benefit of, or be distributed to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payment and distributions in furtherance of the purposes in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in any political campaigns on behalf of or in opposition to any candidate for public office.

ARTICLE 7
MEMBERSHIP AND VOTING RIGHTS

Terraine Community Council will have no members or voting members.

ARTICLE 8
BOARD OF DIRECTORS

Terraine Community Council shall be governed by a Board of Directors consisting of at least three (3) but not more than five (5) members as provided in the Terraine Community Council bylaws. The method of election, removal, and filling of vacancies shall be as set forth in the bylaws. The initial Board is as follows:

Gary Langston, Director
Third Cadence LLC
489 S. Jordan Parkway, Suite 200
South Jordan, UT 84095

Peter Gamvroulas, Director
Ivory Homes
978 Woodoak Lane
Salt Lake City, Utah 84117

Scott Kaufmann, Director
Third Cadence LLC
489 W. South Jordan Parkway, Suite 200
South Jordan, Utah 84095

ARTICLE 9
DURATION AND DISSOLUTION

The period of duration of Terraine Community Council is perpetual. Terraine Community Council shall not be dissolved except in accordance with Utah law and the Covenant for Community. In the event of dissolution, the assets of the corporation shall be distributed in a manner consistent with law.

ARTICLE 10
AMENDMENT

These Articles of Incorporation may be amended with the unanimous vote of the Board of Directors, provided such amendment does not conflict with the Covenant for Community, and further provided that during the Declarant Control Period (defined in the Master Declaration), amendment of these Articles of Incorporation shall require the approval of Declarant.

