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**ARTICLES OF INCORPORATION  
OF  
TOWNHOMES AT NEVILLE TOWN CENTER ASSOCIATION, INC.**

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Idaho in compliance with the Idaho Nonprofit Corporations Act (Title 30, Chapter 30, Idaho Code), does hereby certify, declare, and adopt the following Articles of Incorporation ("**Articles**"):

**ARTICLE I  
NAME**

The name of the corporation is Townhomes at Neville Town Center Association, Inc. (the "**Association**").

**ARTICLE II  
TERM**

The period of existence and duration of the life of the Association is perpetual.

**ARTICLE III  
NONPROFIT**

The Association is a nonprofit, membership corporation.

**ARTICLE IV  
REGISTERED AGENT**

The Association's initial registered agent shall be Rod Givens, whose address is 500 E. Shore Dr., Ste. 100, Eagle, Idaho 83616. The Board may change the registered agent from time to time in the Board's discretion.

**ARTICLE V  
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association is formed to exercise all powers and privileges, and to perform all of the duties and obligations, of the Association as set forth in the Declaration of Common Maintenance Agreement for the Townhomes at Neville Town Center, as the same is now or hereinafter recorded in the official records of Ada County, Idaho, and as the same may be amended and supplemented from time to time according to its terms (the "**Declaration**"). The Declaration is incorporated by this reference as if fully set forth herein. Capitalized terms used and not defined in these Articles have the meanings set forth in the Declaration. The Association does not contemplate pecuniary gain or profit to the Members.

## ARTICLE VI MEMBERSHIP & VOTING RIGHTS

During the existence of this corporation, every Owner, including Grantor (so long as Grantor owns a Lot), shall be a Member of the Association. No Owner shall have more than one membership in the Association for each Lot owned. The Association shall have two (2) classes of memberships as follows:

(a) Class A Members. "Class A Members" will be the Owners of the Lots, excluding Grantor until the Class B Member Termination Date. Prior to the Class B Member Termination Date, Class A Members are not entitled to vote. At all meetings of the Association after the Class B Member Termination Date, each Member will be entitled to one (1) vote for each Lot owned by such Member.

(b) Class B Member. The "Class B Member" is Grantor, who will be the sole voting Member of the Association entitled to vote the collective and total voting power of the Association from the Effective Date through and including the Class B Member Termination Date (the "Initial Development Period"). The Class B Member will cease to exist as the Class B Member on the earlier of: (a) the date that is sixty (60) days after Grantor no longer owns any Lot in the Community; or (b) the date Grantor informs the Board in writing that Grantor no longer wishes to exercise its rights as the Class B Member (the "Class B Member Termination Date").

## ARTICLE VII BOARD OF DIRECTORS

The business and affairs of the Association will be managed and controlled by the Board of Directors (the "Board"). The Board will consist of three (3) directors or five (5) directors, and will initially consist of three (3) directors. Upon the vote or written consent of Members representing more than fifty percent (50%) of the total voting power in the Association, the number of directors may be increased to five (5), or decreased back three (3), as applicable under the circumstances. Directors need not be Owners. The names and addresses of the persons who are to act in the capacity of initial directors until the selection of their successors are as follows:

Rod Givens	500 E. Shore Dr., Ste. 100 Eagle, Idaho 83616
Ben Johnson	500 E. Shore Dr., Ste. 100 Eagle, Idaho 83616
Travis Barney	500 E. Shore Dr., Ste. 100 Eagle, Idaho 83616

## ARTICLE VIII DISSOLUTION

The Association will only be dissolved at a regular meeting, or a special meeting of the Association called for that purpose, by the affirmative votes of at least eighty-five percent (85%) of the total voting power of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the real and personal property of the Association will be distributed as follows: (a) dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created; or (b) granted, conveyed, and assigned to a nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. Notwithstanding any other provisions of these Articles,

the Association will not carry on any other activities not permitted by any organization exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law).

**ARTICLE IX**  
**AMENDMENTS**


These Articles may be amended at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative vote of at least sixty-five percent (65%) of the total voting power of the Association, subject to Grantor's exclusive voting right during the Initial Development Period. No amendment that is inconsistent with the provisions of the Declaration will be valid.

**ARTICLE X**  
**INCORPORATOR**

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

Rod Givens  
500 E. Shore Dr., Ste. 100  
Eagle, Idaho 83616

IN WITNESS WHEREOF, these Articles are executed effective as of June 7, 2022.

  
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Rod Givens, Incorporator