

B06936-1629 04/20/2022 2:01 PM Received by ID Secretary of State Lawrence Denney

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**ARTICLES OF INCORPORATION OF
SANDBACK PLACE ROAD MAINTENANCE ASSOCIATION, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I - NAME

The name of the Corporation is SANDBACK PLACE ROAD MAINTENANCE ASSOCIATION, INC.

ARTICLE II - NONPROFIT STATUS

The Corporation is a nonprofit membership corporation.

ARTICLE III - PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Post Falls, County of Kootenai, and in the State of Idaho. The address of the initial registered office is 1900 Northwest Boulevard Suite 110, Coeur d'Alene, Idaho 83814, and the name of the initial registered agent at this address is Macomber Law, PLLC.

ARTICLE V - PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

- a) The exercise of all the powers and privileges and the performance of all the duties and obligations of the Corporation as set forth in the Bylaws of the Corporation, as amended from time to time.
- b) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, subject only to limitations in the Bylaws and the Declaration and the amendments and supplements thereto.
- c) To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property,

whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI - LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII - MEMBERS

Each person or entity holding fee simple interest of record to a parcel subject to a Road Maintenance Agreement related to West Sandback Place, as evidenced by Kootenai County Instrument Numbers 1368398, 1461118, 2730675000, 2756994000, and any future amendments or agreements ("Parcels"), and each seller under executory contract(s) of sale for any of the Parcels, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Corporation. Membership in the Corporation shall be appurtenant to and may not be separated from ownership of any Parcel. There shall be one (1) membership in the Corporation for each Parcel. Members of the Corporation must be owners of at least one Parcel.

ARTICLE VIII - VOTING RIGHTS

The Corporation shall have one (1) class of voting membership. Each Member shall be entitled to one (1) vote for each Parcel owned by such Member on the day of the vote.

ARTICLE IX - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected in the manner and for the term provided in the Bylaws of the Corporation. The names and street addresses of the persons constituting the initial Board of Directors are:

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<u>NAME</u>	<u>ADDRESS</u>
LeRoy Sapp	15280 West Sandback Place, Post Falls, ID 83854
Cynthia Sapp	15280 West Sandback Place, Post Falls, ID 83854
John Jesienouski	15675 West Sandback Place, Post Falls, ID 83854

ARTICLE X - ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the Bylaws of the Corporation.

ARTICLE XI - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to the Members of the Corporation on a pro rata basis of how many Parcels each Member owns.

ARTICLE XII - INCORPORATOR

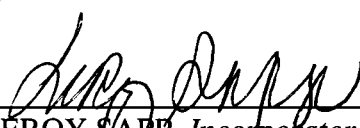
The name and street address of the incorporators are LeRoy Sapp, 15280 West Sandback Place, Post Falls, ID 83854, and John Jesienouski, 15675 West Sandback Place, Post Falls, ID 83854.

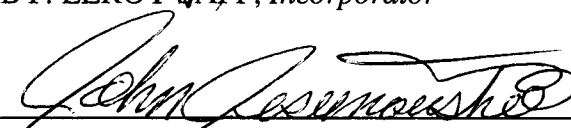
ARTICLE XIII - BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation:

DATED this 14 day of APRIL, 2022.


BY: LEROY SAPP, *Incorporator*

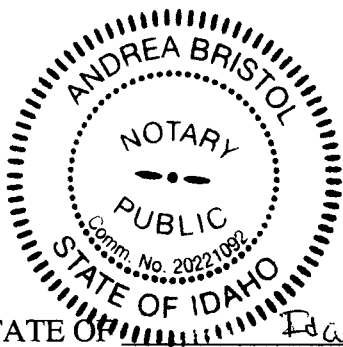

BY: JOHN JESIENOUSKI, *Incorporator*

(Acknowledgments on Following Page)

STATE OF Idaho)
) ss.
 County of Kootenai)

On this 14 day of April, 2022, before me Andrea Bristol,
 personally appeared **LEROY SAPP**, known or identified to me (or proved to me on the oath of
 _____), to be the person whose name is subscribed to the within
 instrument, and acknowledged to me that he executed the same in that capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the
 day and year in this certificate first above written.

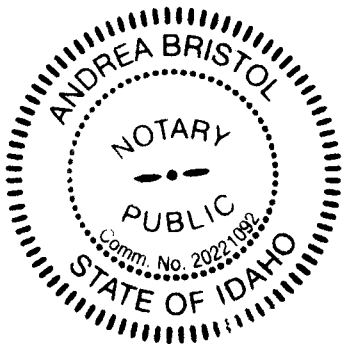


Andrea Bristol
 NOTARY PUBLIC for the State of Idaho
 Residing at 1400 NW BLVD
 My Commission Expires 3/27/28

STATE OF Idaho)
) ss.
 County of Kootenai)

On this 14 day of April, 2022, before me Andrea Bristol,
 personally appeared **JOHN JESIENOUSKI**, known or identified to me (or proved to me on the
 oath of _____), to be the person whose name is subscribed to the
 within instrument, and acknowledged to me that he executed the same in that capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the
 day and year in this certificate first above written.



Andrea Bristol
 NOTARY PUBLIC for the State of ID
 Residing at 1400 NW BLVD
 My Commission Expires 3/27/28