



ARTICLES OF INCORPORATION (Non-Profit)

FILED EFFECTIVE

(Instructions on back of application)

10 DEC -7 AM 8:07

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Secretary of State.

SECRETARY OF STATE
STATE OF IDAHO

Article 1: The name of the corporation shall be:

South Cole Business Park II Condominium Association, Inc.

Article 2: The purpose for which the corporation is organized is:

Please see 'Purpose and Powers of the Association' article attached hereto.

Article 3: The street address of the registered office is: 3405 E. Overland Road, Ste. 150, Meridian, ID 83642

and the registered agent at such address is: Travis L. Anderson

Article 4: The board of directors shall consist of no fewer than three (3) people. The names and addresses of the initial directors are:

Travis L. Anderson - 3405 E. Overland Rd., Ste. 150, Meridian, ID 83642

Phil O'Bryan - 3405 E. Overland Rd., Ste. 150, Meridian, ID 83642

Michael Reich - 3405 E. Overland Rd., Ste. 150, Meridian, ID 83642

Article 5: The name(s) and address(es) of the incorporator(s):

Travis L. Anderson - 3405 E. Overland Rd., Ste. 150, Meridian, ID 83642

Article 6: The mailing address of the corporation shall be:

3405 E. Overland Road, Ste. 150, Meridian, ID 83642

Article 7: The corporation (does does not) have voting members.

Article 8: Upon dissolution the assets shall be distributed:

Please see 'Dissolution' article attached hereto.

Signatures of all incorporators:

Travis L. Anderson

Typed Name: _____

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
12/07/2010 05:00
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vs.1 form

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PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof. The purposes of the Association are to provide for the maintenance, preservation and aesthetic enhancement of the units and the Common Area (the "Property") of South Cole Business Park Three, a Condominium Project (being a portion of the real property shown on the condominium map appearing in the Records of Ada County, Idaho, at Book 54 of Plats, pages 4921-4923 (the "Condominium Map"), and as specifically defined and described in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for South Cole Business Park Three, a Condominium Project, recorded in the Records of Ada County, Idaho (the "Declaration"), and to promote the health, safety and welfare of the owners and their employees and invitees within the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association.

The Association shall be empowered to:

(a) Exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) Fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and

all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association; in conjunction with the exercise of the assessment power, no action at law or otherwise shall be taken to enforce payment of a delinquent assessment until the Association has given the Owner liable therefor not less than twenty (20) days' written notice of the delinquent assessment and of the Association's intent to take action to enforce said assessment; unpaid assessments shall constitute a lien upon the property against which the assessment has been levied;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money and, with the assent of the members who are entitled to vote a majority of all the votes of the members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purpose and subject to such conditions as may be agreed to by the members, provided that no such dedication or transfer shall be effective unless an instrument has been signed by the members who

are entitled to vote two-thirds (2/3) of all votes of the members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of the members who are entitled to vote two-thirds (2/3) of all the votes of the members; and

(g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act of the State of Idaho by law may now or hereafter have or exercise.

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than one hundred percent (100%) of the members and then only if the mortgagees and holders of all liens affecting any of the Units consent thereto or agree. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.