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**-FILED-**

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**ARTICLES OF INCORPORATION  
OF  
LEGACY VILLAGE OWNER'S ASSOCIATION, INC.**

TO THE SECRETARY OF STATE OF THE STATE OF IDAHO:

In compliance with the requirements of the Idaho Nonprofit Corporation Act, Title 30, Chapter 30, Code of Idaho, as amended, the undersigned acting as incorporator of a nonprofit corporation hereby adopts the following Articles of Incorporation.

**Article 1  
Name and Principal Office**

The corporation shall be known as **Legacy Village Owner's Association, Inc.** and its principal offices shall be located in Franklin, Franklin County, Idaho.

**Article 2  
Corporate Existence**

The corporate existence of this corporation shall begin upon the date these Articles are filed with the Idaho Secretary of State, and the period of its duration is perpetual.

**Article 3  
Purposes and Powers**

A. The purpose and objective of the corporation is to provide an entity to conduct the business and affairs of, and to act as or for, the co-owners of that certain residential subdivision project commonly known as "Legacy Village" (the "**Subdivision**") to be located on certain portions of real estate situated in Franklin, Franklin County, Idaho.

The corporation shall have all powers and purposes granted or implied to a nonprofit corporation under the Idaho Nonprofit Corporation Act, Title 30, Chapter 30, Code of Idaho, and all of such powers shall likewise constitute lawful purposes of the Association.

B. The purposes of the corporation are exclusively not for private profit or gain and no part of its activities shall consist of carrying on political propaganda or otherwise attempting to influence legislation, and the corporation shall make no distribution of income to its members, directors or officers, although members, directors, or officers may be reimbursed for expenses incurred while conducting the affairs of the corporation. No dividends shall be paid to members at any time.

C. In maintaining property, the corporation may join with the management of any other Association(s) maintaining similar properties in securing or providing services or facilities common in whole or in part to both or all, and in discharging the expense thereof.

**Article 4**  
**Registered Agent**

The name of the corporation's initial registered agent is All Day \$49 Idaho Registered Agent LLC, an Idaho limited liability company, whose address is 784 South Clearwater Loop, Ste. F, Post Falls, ID 83854.

**Article 5**  
**Board of Directors**

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Jay Stocking	470 N. 2450 W. Tremonton, UT 84337
Aaron Robertson	470 N. 2450 W. Tremonton, UT 84337
Marshae Stokes	470 N. 2450 W. Tremonton, UT 84337

The initial Board of Directors shall be subject to removal only by Heritage Land Holdings, LLC acting by and through its Manager until their term expires as provided in the Bylaws, but thereafter a Director may be removed from office at a special meeting of the members of the corporation in such manner as may be provided by the Bylaws.

**Article 6**  
**Bylaws**

The initial Bylaws of the corporation shall be adopted by its initial Board of Directors, but the power to thereafter alter, amend, or repeal the same or adopt new Bylaws is reserved to the members of the corporation.

**Article 7**  
**Members and Voting**

Persons or entities owning Parcels in the Subdivision shall be the members of the corporation, all of which and the rights and obligations thereof shall be governed by the provisions of the Bylaws. The voting rights of the members shall be fixed, limited, enlarged, or denied to the extent specified in the Bylaws.

**Article 8**  
**Execution of Written Instruments**

All instruments executed by the Association shall be deemed sufficient if executed as provided by specific resolution of the Board of Directors as certified by the president, vice president or secretary of the Association.

**Article 9**  
**Dissolution**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidated, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

**Article 10**  
**Exemption of Members from Personal Liability**

The private property of all members of the Association shall be wholly exempt from liability for any and all debts, obligations and liabilities of the Association.

**Article 11**  
**Amendment**

Amendment of these Articles shall require the assent of two-thirds (2/3rds) of the entire membership.

**Article 12**  
**Incorporator**

The name and address of the incorporator is:

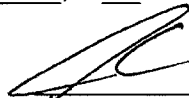
**Name**

L. Boyd Cook

**Address**

470 N. 2450 W.  
Tremonton, UT 84337

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned, being the sole incorporator of this Association, has executed these Articles of Incorporation this 4<sup>th</sup> day of May, 2023.



L. Boyd Cook, Incorporator