

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MOXIE RIDGE COMMUNITY ASSOCIATION, INC.**

For Office Use Only <b>-FILED-</b> File #: 0003613569 Date Filed: 8/30/2019 11:49:00 AM
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KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, acting in the capacities indicated below and on behalf of Moxie Ridge Community Association, Inc., an Idaho nonprofit corporation (the “**Corporation**”), hereby certify as follows pursuant to Idaho Code Section 30-30-706:

- A. Immediately prior to the filing of the these Amended and Restated Articles of Incorporation of Moxie Ridge Community Association, Inc. (these “**Articles**”), the Corporation was governed by those certain Articles of Incorporation of Moxie Ridge Community Association, Inc. filed with the Idaho Secretary of State on May 23, 2019 (the “**Original Articles**”).
- B. Immediately prior to the filing of these Articles, the Corporation did not have voting members, as set forth in the Original Articles. As such, these Articles do not contain any amendments to the Original Articles that are required to be approved by members, and no person other than the Board of Directors of the Corporation (the “**Board**”) are required to approve the amendments set forth herein.
- C. The Board has approved these Articles and the amendments set forth herein.

In accordance with Idaho Code Section 30-30-706(9), these Articles replace and supersede, in their entirety, the Original Articles.

**ARTICLE I  
NAME**

The name of the corporation is Moxie Ridge Community 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 location and street address of the initial registered office of the Association is 601 W. Bannock Street, Boise, Idaho 83702, and Givens Pursley Corporate Services LLC is hereby appointed the initial registered agent of the Association.

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 Covenants, Conditions, Restrictions, and Easements for the Moxie Ridge Community, 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 Owners.

ARTICLE VI  
MEMBERSHIP

Every Owner of a Lot within in the Community shall be a member of the Association and shall have one membership for each Lot in the Community owned by such Owner, as more fully set forth in the Bylaws.

ARTICLE VII  
BOARD OF DIRECTORS

The affairs of the Association is managed and controlled by the Board. The Board will consist of not less than three (3) directors and no more than five (5) directors. Directors need not be Owners. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are as follows:

James D. Conger	4824 W. Fairview Ave. Boise, Idaho 83706
Dianne Jossis	4824 W. Fairview Ave. Boise, Idaho 83706
James Neylan	4824 W. Fairview Ave. Boise, Idaho 83706

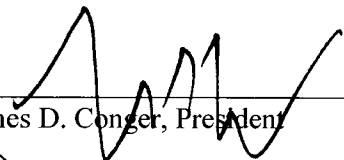
ARTICLE VIII  
DISSOLUTION

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: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created; or (ii) 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 proxy right during the Initial Development Period. No amendment that is inconsistent with the provisions of the Declaration will be valid.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation execute these Articles effective as of August 28 2019.

  
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James D. Conger, President

  
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Dianne Jossis, Secretary