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**ARTICLES OF INCORPORATION
OF
SHADOW BUTTE INDUSTRIAL PARK
PROPERTY OWNERS' ASSOCIATION, INC.**

**SECRETARY OF STATE
STATE OF IDAHO**

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

ARTICLE I. NAME

The name of the corporation is SHADOW BUTTE INDUSTRIAL PARK PROPERTY OWNERS' ASSOCIATION, INC., hereinafter the "Association."

ARTICLE II. NONPROFIT STATUS

The Association is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The duration of the Association shall be perpetual.

ARTICLE IV. INITIAL REGISTERED AGENT

The initial registered agent is Bill Buttici, Chairman Board of County Commissioners, 415 Main Street, Emmett, Idaho 83617. The Registered Agent of the Corporation is the current elected President of the Board of Directors, or designee, who is listed as such on the annual report of the Corporation filed with the Secretary of State of the State of Idaho and whose name is on file at the registered office.

ARTICLE V. PURPOSES

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

A. This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of those certain Parcels as established in the Master Declaration of Covenants, Conditions and Restrictions, as amended from time to time, established for the Shadow Butte Industrial Park, Emmett, Idaho, recorded in the records of Gem County, Idaho (the "Declaration");

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- B. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and any amendments thereto being incorporated herein as if set forth at length;
- C. 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;
- D. 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;
- E. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Act by law may now or hereafter have or exercise; and
- F. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes. Nothing herein shall be deemed to authorize or permit the Association to carry on any business for profit.

ARTICLE VI. BOARD OF DIRECTORS

No fewer than three (3) people shall serve as directors. The manner in which Directors shall be elected or appointed shall be provided in the Bylaws for the corporation and in accordance with Idaho law. The names and addresses of the persons who are to serve as initial Directors until their successors are elected and qualified are:

NAME	ADDRESS
Bill Butticci, Chairman	Gem County Commissioners, 415 E. Main St., Emmett, Idaho 83617
Mark Rekow, Commissioner	Gem County Commissioners, 415 E. Main St., Emmett, Idaho 83617
Bryan Elliott, Commissioner	Gem County Commissioners, 415 E. Main St., Emmett, Idaho 83617

ARTICLE VII. INCORPORATORS

The name and addresses of the incorporators are:

NAME	ADDRESS
Bill Butticci, Chairman	Gem County Commissioners, 415 E. Main St., Emmett, Idaho 83617
Mark Rekow, Commissioner	Gem County Commissioners, 415 E. Main St., Emmett, Idaho 83617
Bryan Elliott, Commissioner	Gem County Commissioners, 415 E. Main St., Emmett, Idaho 83617

ARTICLE VIII. INITIAL MAILING ADDRESS

The initial mailing address of the corporation should be 415 E. Main St., Emmett, Idaho 83617. After the initial meeting of the Association, and upon election of new board members, the Association shall file a Statement of Change of Business Mailing Address with the Secretary of State indicating the mailing address for the Association.

ARTICLE IX. MEMBERS

The Association shall have voting members as set forth in the Declaration and/or the Bylaws of the Association. Each owner by virtue of being an owner and for so long as such ownership is maintained shall be a member of the Association and shall have voting rights as set forth in the Declaration.

ARTICLE VIII. FUNDS AND ASSETS

No part of the net earnings or the assets of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Association 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. Upon dissolution of the Association, no part of its assets shall be distributed to its members; rather its assets shall be distributed in accordance with the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code.

ARTICLE IX. BYLAWS

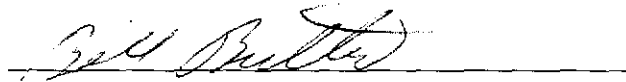
Provisions for the regulation of the internal affairs of the Association shall be set forth in the Bylaws.

The Board of Directors of the Association shall be authorized to amend the Association's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

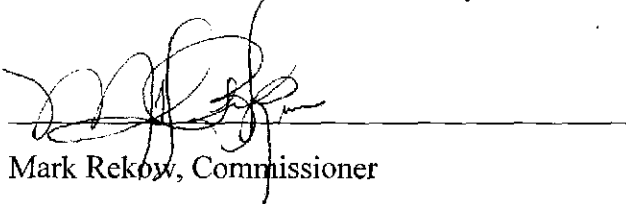
ARTICLE X. INDEMNIFICATION

The Association shall indemnify, hold harmless, and defend present and former directors, officers, employees and agents of the Association to the fullest extent permitted by and in accordance with the Act as the same exists at the time of the adoption of these Articles or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Association to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment). Expenses, including attorney fees, incurred by present and former directors, officers, employees and agents of the Association in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding in accordance with the Act.

SIGNED this 14th day of February, 2017.



Bill Buttici, Chairman Gem County Board of Commissioners



Mark Rekow, Commissioner



Bryan Elliott, Commissioner