

ARTICLES OF INCORPORATION  
OF  
THE ELMS PROFESSIONAL PLAZA  
PROPERTY OWNER'S ASSOCIATION, INC.

SEP 4 10 42 AM '97

SECRETARY OF STATE

91 SEP - 9 AM 10 42  
SECRETARY OF STATE  
IDAHO

In compliance with the requirements of the "Idaho Nonprofit Corporation Act," Idaho Code §30-301, et. seq., the undersigned, all of whom are of lawful age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

Article I.

NAME

The name of the corporation is The Elms Professional Plaza Property Owner's Association, Inc., hereinafter called the "Association."

Article II.

NONPROFIT STATUS

The Association is a nonprofit corporation.

Article III.

REGISTERED OFFICE

IDAHO SECRETARY OF STATE

09/04/1997 09:00  
CK: 19688 CT: 7289 DN: 35577

The registered office of the Association is located at 243 West Iowa Ave.

Nampa Id 83686

C120807

Article IV.

**REGISTERED AGENT**

DIANA DEAN, whose address is the same as that of the registered office of the corporation, is hereby appointed the initial registered agent of this Association.

Article V.

**PURPOSE AND POWERS OF THE ASSOCIATION**

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 the Lots and Common Area within that certain tract of property commonly known as the The Elms Professional Plaza, Nampa, Idaho, and to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Master Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Canyon County Recorder and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(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;

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

#### Article VI.

### **MEMBERSHIP**

The Association shall have members and every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

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SECRETARY OF STATE  
STATE OF IDAHO

#### Article VII.

### VOTING RIGHTS

The Association shall have one class of voting membership: The members shall be all Owners, including the Grantors, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any owned Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

#### Article VIII.

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of at least three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Scott Kido	341 West Iowa Avenue Nampa, ID 83686

Diana Dean

343 West Iowa Avenue  
Nampa, ID 83686

At the first annual meeting the members shall elect one (1) director for a term of one year, one (1) director for a term of two years and one (1) director for a term of three years; and at each annual meeting thereafter the members shall elect three (3) directors for a term of three years.

#### Article IX.

### 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 consolidation, 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 X.

### DURATION

The duration of the corporation shall be perpetual.

Article XI.

INCORPORATORS

The name and address of the incorporators of the Association are:

Name

Address

Scott Kido

341 W. Iowa Ave.  
Nampa ID 83686

Diana Dean

343 West Iowa Ave  
Nampa ID 83686

DATED this 29<sup>th</sup> day of July, 1998.

Scott Kido  
Diana Dean

Incorporators

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