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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ALPINE VILLAGE ASSOCIATION, INC.
A NONPROFIT CORPORATION**

For Office Use Only
-FILED-
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Pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (Act), the Alpine Village Association, Inc. hereby adopts the following Amended and Restated Articles of Incorporation for the Corporation.

ARTICLE 1. Name

The name of the Corporation shall be: Alpine Village Association, Inc. (hereinafter called the Alpine Village Association).

ARTICLE 2. Non-Profit Status

The Alpine Village Association shall be a nonprofit corporation.

ARTICLE 3. Term of Existence

The Alpine Village Association shall have perpetual existence.

ARTICLE 4. Definitions

Each term in these Articles of Incorporation with its first letter capitalized shall have the meaning defined for such term in the General Declaration for Alpine Village, as it may be amended or supplemented, or as defined in these Articles of Incorporation (hereafter "Articles").

ARTICLE 5. Purposes and Powers

5.1 Purposes: The purposes for which the Alpine Village Association is organized are as follows:

(a) To promote the health, safety, and welfare of all members of the Alpine Village Association and to establish, provide and maintain a desirable community and environment for all Owners, Lessees and Guests.

(b) To perform the functions and provide services as set forth in the Association Documents.

(c) To be operated exclusively for the above-stated purposes and for other non-profit purposes within the meaning of Section 528 of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 528.

(d) To exercise all powers granted by law necessary and proper to carry out the above stated purposes and to further common interests of the membership, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Alpine Village Association to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

5.2 Powers: In furtherance of the foregoing purposes, but not otherwise, the Alpine Village Association shall have and may exercise all of the following powers:

(a) **Real and Personal Property.** To acquire, by gift, purchase, lease, trade or any other method, own, operate, build, manage, maintain, rent, sell, develop, encumber, and otherwise deal in and with real and personal property of every kind and character, tangible and intangible, wherever located, and interests of every sort therein, all in accordance with the Association Documents.

(b) **Borrowing:** To borrow funds or raise moneys for any of the purposes of the Alpine Village Association.

(c) **General Powers:** To do everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers above set forth, either alone or in connection with other corporations, firms or individuals, and either as principal or agent, and to do every act or thing incidental or appurtenant to, or growing out of, or connected with any of the aforesaid objects, purposes or powers.

5.3 Restrictions Upon Purposes and Powers: No part of the net earnings or the assets of the Alpine Village Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Alpine Village 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 Section 5.1 hereof. No substantial part of the activities of the Alpine Village Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Alpine Village Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Alpine Village Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986, as amended from time to time.

5.4 Dividends, Distribution, etc: The Alpine Village Association shall not pay any dividends. No distribution of the corporate assets to members shall be made. Upon dissolution of the Alpine Village Association, the assets shall be distributed as provided in Article 11 herein.

ARTICLE 6. Registered Office and Agent

The operations of the Alpine Village Association shall be conducted at such places within or outside of the United States as may from time to time be determined by the board of directors. The address of the current registered agent and principal office of the Alpine Village Association is 1101 W. River Street, Suite 300, Boise, Idaho 83702. The name of its initial registered agent at such address is Amy H. Wray.

The current mailing address for the Corporation is 1101 W. River Street, Suite 300, Boise, Idaho 83702.

ARTICLE 7. Membership and Voting

7.1 Membership: The following shall be Members of the Alpine Village Association: (1) each Owner of a Residential Unit within Alpine Village which carries a Class A Membership; and, (2) each Owner or Lessee with an interest in a Commercial Unit which carries a Class B Membership. Said Members shall be allocated among two classes of membership, as defined and described in the Bylaws.

7.2 **Voting:** Each class of membership shall be entitled to vote as defined and described in the Bylaws.

ARTICLE 8. Assessments

Assessments shall be levied against the Members in accordance with the Declaration and the Bylaws. The amount and method of collection of said assessments shall be as provided in the Declaration and Bylaws. Assessments may be made enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture, as further provided in the Bylaws. Assessments may be secured by a lien upon real property to which membership rights are appurtenant, and action may be brought to foreclose any such lien.

ARTICLE 9. Board of Directors

9.1 **Number Tenure And Qualifications:** The control and management of the Alpine Village Association and the disposition of its funds and property shall be vested in a Board of Directors consisting of at least four directors who need not be members of the Alpine Village Association, the exact number to be determined pursuant to the Bylaws. Directors shall be elected or appointed in the manner and for the terms set forth in the Bylaws. The number of directors may be changed by amendment to the Bylaws in the manner set forth therein.

9.2 **Current Board:** The name and mailing address of the persons constituting the current Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Carlile	1226 Alki Ave., SW, Seattle, WA 98116
Michael Eck	PO Box 309, McCall, ID 83638
Larry Elmore	PO Box 4315, McCall, ID 83638
Zac Crist	321 Panorama Drive, Moscow ID 83843

ARTICLE 10. Officers

The Alpine Village Association shall have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or selection shall also be determined by the Bylaws from time to time in effect.

ARTICLE 11. Dissolution

The Alpine Village Association may be dissolved only by the Affirmative Vote of a Majority of the Owners. Written notice of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets, as set forth below, shall be mailed to every member at least ninety (90) days in advance of any action taken. Upon dissolution of the Alpine Village Association, the assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency or agencies or utility or utilities to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Alpine Village Association. In the event that such dedication is not accepted, such assets shall be granted, conveyed and assigned to such organization or organizations as shall at the time qualify as exempt organizations under Section 528 of the Internal Revenue Code of 1986, as amended from time to time, and which is devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Alpine Village Association. Any such assets not

so distributed shall be distributed by the district court of the county in which the principal office of the Alpine Village Association is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Alpine Village Association. No disposition of Alpine Village Association properties pursuant to this Article shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to Alpine Village unless made in accordance with the provisions of such covenants and deeds.

ARTICLE 12. Bylaws

The board of directors shall have power to alter, amend or repeal the Bylaws of the Alpine Village Association, Inc.as provided therein. The Bylaws may contain any provisions for the regulation or management of the affairs of the Alpine Village Association which are not inconsistent with law, the Declaration or these Articles, as the same may from time to time be in force and effect.

ARTICLE 13. Amendment

The Alpine Village Association reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation by, unless a higher or different voting requirement is set forth herein with respect to any particular provision, the Affirmative Vote of a Majority of the Owners at any regular or special meeting called for that purpose; provided that any such amendment shall not be inconsistent with the Declaration or the Bylaws as from time to time in force and effect.

IN WITNESS WHEREOF the undersigned:

- (i) certify and attest that, in accordance with Section 13 of the Articles of Incorporation executed by the incorporator of the Corporation on January 25, 2008 and recorded with the Valley County, Idaho Recorder on February 11, 2008 as Instrument No. 329172 (“**2008 Articles**”), the foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ALPINE VILLAGE ASSOCIATION, INC. have been approved by Affirmative Vote of a Majority of the Owners, pursuant to vote sent via Notice to Members on NOVEMBER 1, 2022, where the number of Class A Members entitled to vote was 26 and the number of Class A Members that voted for the amendment was 11, and where the number of Class B Members entitled to vote was 9 and the number of Class B Members that voted for the amendment was 8; and,
- (ii) confirm that that there are no Class C Members and no Class D Members; and,
- (iii) confirm that these Amended and Restated Articles of Incorporation shall replace and supersede the 2008 Articles.

ALPINE VILLAGE ASSOCIATION, INC,
an Idaho Non-Profit Corporation

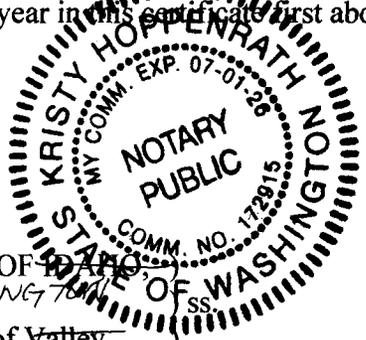
By: Robert Carlile
Robert Carlile, President

By: _____, Secretary

STATE OF IDAHO,)
WASHINGTON) ss.
County of Valley)
KING

On this 27 day of December, 2022, before me, a Notary Public in and for said State, personally appeared **Robert Carlile**, known or identified to me to be the President of **Alpine Village Association, Inc.**, that executed the instrument or the person who executed the instrument on behalf of said Association, and acknowledged to me that said Alpine Village Association executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

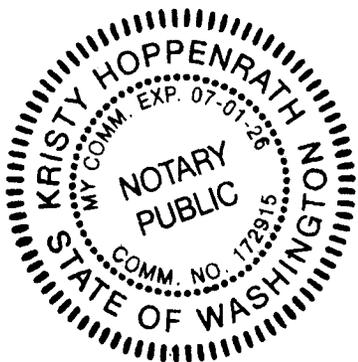


[Signature]
NOTARY PUBLIC FOR IDAHO WASHINGTON
My Commission Expires: 07-01-2026

STATE OF IDAHO,)
WASHINGTON) ss.
County of Valley)
KING

On this 27 day of December, 2022, before me, a Notary Public in and for said State, personally appeared Robert Carlile, known or identified to me to be the Secretary of **Alpine Village Association, Inc.**, that executed the instrument or the person who executed the instrument on behalf of said Association, and acknowledged to me that said Alpine Village Association executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



[Signature]
NOTARY PUBLIC FOR IDAHO WASHINGTON
My Commission Expires: 07-01-2026

so distributed shall be distributed by the district court of the county in which the principal office of the Alpine Village Association is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Alpine Village Association. No disposition of Alpine Village Association properties pursuant to this Article shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to Alpine Village unless made in accordance with the provisions of such covenants and deeds.

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ARTICLE 13. Amendment

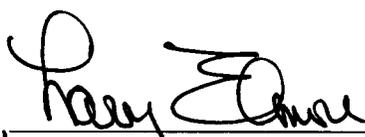
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IN WITNESS WHEREOF the undersigned:

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- (ii) confirm that that there are no Class C Members and no Class D Members; and,
- (iii) confirm that these Amended and Restated Articles of Incorporation shall replace and supersede the 2008 Articles.

ALPINE VILLAGE ASSOCIATION, INC,
an Idaho Non-Profit Corporation

By: _____
Robert Carlile, President

By:  _____
Larry Elmore, Secretary

STATE OF IDAHO,)
) ss.
County of Valley)

On this _____ day of _____, 2022, before me, a Notary Public in and for said State, personally appeared **Robert Carlile**, known or identified to me to be the President of **Alpine Village Association, Inc.**, that executed the instrument or the person who executed the instrument on behalf of said Association, and acknowledged to me that said Alpine Village Association executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

NOTARY PUBLIC FOR IDAHO
My Commission Expires: _____

STATE OF IDAHO,)
) ss.
County of Valley)

On this 22 day of December, 2022, before me, a Notary Public in and for said State, personally appeared Larry Elmore, known or identified to me to be the Secretary of **Alpine Village Association, Inc.**, that executed the instrument or the person who executed the instrument on behalf of said Association, and acknowledged to me that said Alpine Village Association executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Melissa Williams

NOTARY PUBLIC FOR IDAHO
My Commission Expires: 10/29/24

