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ARTICLES OF INCORPORATION OF QUIGLEY VIEW ASSOCIATION, INC.

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The undersigned, acting as incorporators of a corporation under the Corporation Act, Idaho Code section 30-30-101, *et seq.* (the "Act"), adopt the following Articles of Incorporation (the "Articles").

ARTICLE 1. NAME

The name of the corporation is Quigley View Association, Inc. (referred to as the "Association").

ARTICLE 2. PROPERTY

All the real property governed by the Association is legally described as follows, which shall collectively be referred to as "Quigley View":

Sublots 1, 2, 3, 4, 5, 6, 7 and 8 of the QUIGLEY VIEW TOWNHOMES subdivision plat, recorded in the records of Blaine County, Idaho.

ARTICLE 3. PRINCIPAL OFFICE AND REGISTERED AGENT

The current physical location of the principal office of the Association is 631 East Croy Street, Blaine County, City of Hailey, Idaho 83333. The current Association mailing address is c/o JERRY E. "Walt" FEMLING, Member, SV FLYING SQUIRRELS LLC, PO BOX 2273, HAILEY ID 83333, or as the addresses may be changed by the Association, with notice to the Secretary of State of Idaho. The registered agent of the Association is Walt Femling, located at 720 East Bullion Street, Hailey, ID 83333 or as the registered agent may be changed by the Association, with notice to the Secretary of State of Idaho. The Association may change both its addresses and registered agents without amending the Articles of Incorporation.

ARTICLE 4. DIRECTORS AND OFFICERS

The directors and officers and their addresses are as follows:

Director and President	Walt Femling	PO Box 2273 Hailey, ID 83333 rncwalt@cox.net
Director and Secretary	Jennifer A. Femling	(same address as above) jennyfemling@outlook.com
Director	Bruce Titus	6221 Tacoma Mall Blvd. Tacoma, WA 98409-6806

ARTICLE 5. PURPOSE AND POWERS OF THE ASSOCIATION

The purposes for which the Association is formed are:

5.1 The Association was formed to manage a nonprofit homeowners association in accordance with the COVENANTS, CONDITIONS AND RESTRICTIONS OF QUIGLEY VIEW TOWNHOMES (the "CC&Rs") to which these Articles will be attached as Exhibit A and otherwise to act and be operated with and under the authority granted in the CC&Rs and Bylaws, which is Exhibit B to the CC&Rs (the "Bylaws"), as a "homeowners association" as defined in Section 528 of the Internal Revenue Code of 1986 ("IRC"). All words used in these Articles shall have the same meaning as defined in the CC&Rs and Bylaws. All references to the CC&Rs, Bylaws and applicable law shall be to those currently in effect and as they may be validly amended or replaced. The Association is being incorporated primarily to provide liability protection for the Owners.

5.2 Nothing in these Articles shall be construed as being in conflict with the CC&Rs or the Bylaws, Act or other applicable law or providing the Association with greater authority.

5.3 Subject to the provisions of the Declaration, the general purposes and powers of the Association, included, but are not limited to the following:

- a. To the extent possible, to preserve the value of Quigley View and the Sublots for Members and promote the health, safety and welfare of Owners;
- b. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set out in the CC&Rs and Bylaws; and
- c. To have and to exercise any and all powers, rights and privileges of the Association and a corporation organized under the Act and applicable law.

This statement of purpose shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the primary purposes of the Association.

ARTICLE 6. MEMBERSHIP

The Association has "Members", as that term is defined in the Act, Bylaws and CC&Rs.

ARTICLE 7. VOTING RIGHTS

The authorized number and qualifications of Members to vote and other rights and privileges of members are set out in the Bylaws and CC&Rs.

ARTICLE 8. BOARD OF DIRECTORS

The Association shall be managed by a board of three (3) directors (and no less than three under the Act) (the "Board"), required to be Members, and as set out in the Bylaws.

ARTICLE 9. DISSOLUTION

The Association may be dissolved as provided by the Bylaws, CC&Rs, Act or applicable law. Upon the dissolution of the Association, the Board shall, after paying or making provision for the payment of all of the Association's liabilities, dispose of all of the assets of the Association exclusively for the Owners in such manner as the Board shall determine with approval by the majority of the Membership. Any such assets not so disposed of shall be disposed of by the District Court of the Fifth Judicial District of the State of Idaho, in and for Blaine County, either in an action for dissolution of the Association or interpleader.

ARTICLE 10. NONPROFIT LIMITATIONS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to Members, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to the Association by its employees or third party, independent contractors, and to make payments and distributions for the purposes in Article 5. No substantial part of the activities of the Association shall be for attempting to influence legislation, and the Association shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provision of these Articles, the Association shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c)(4).

ARTICLE 11. DURATION

The Association shall exist perpetually.

ARTICLE 12. AMENDMENTS

Amendments of these Articles shall require the vote of six (6) of the Members of the Association at a meeting duly called for that purpose, provided that no amendment to these Articles is contrary to the CC&Rs, Bylaws or applicable law.

CERTIFICATE OF ADOPTION

I, Jerry E. "Walt" Femling, certify that I am the incorporator of the Association and that these Articles and are currently effective.

By: Jerry E. Femling
Jerry E. Femling, Incorporator
PO Box 2273
Hailey, ID 83333