

**FILED/EFFECTIVE**

2003 OCT 17 AM 8:31

FILED IN IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**PHEASANT RIDGE HOMEOWNERS ASSOCIATION, INC.**

**AN IDAHO NONPROFIT CORPORATION**

IDAHO SECRETARY OF STATE  
10/17/2002 05:00  
CK: 5825 CT: 164259 DR: 576492  
1 @ 30.00 = 30.00 INC MOHP # 2

0145872

I, the undersigned natural person being of age eighteen (18) years or more, hereby form a nonprofit corporation, under and by virtue of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code) of the State of Idaho and adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I.**

1.01. The name of the Corporation is PHEASANT RIDGE HOMEOWNERS ASSOCIATION, INC.

**ARTICLE II.**

2.01. The period of the Corporation's duration is perpetual.

**ARTICLE III.**

3.01. Purpose of Corporation. The purpose of the Corporation shall be to provide for the maintenance, preservation, and architectural control of the residences, lots, and common area within that certain tract of property which is subject to the Declaration of Covenants and Restrictions for Pheasant Ridge Townhomes ("The Declaration") filed for record or to be filed for record in the County Recorder's Office of Bannock County, Idaho, and to promote the health, safety and welfare of the residents within the said property and in connection therewith the Corporation shall have and be entitled to exercise any of the powers of an Idaho non-profit corporation as provided by law, including but not limited to the following powers:

- A. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Homeowners Association (the "Association") as set forth in the Declaration 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. To fix, levy, collect, and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incidental 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. To 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. To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and
- E. To dedicate, sell, or transfer all or any part of the common areas to any public agency, authority, or utility for such purposes as the Association may deem appropriate.

#### ARTICLE IV.

##### CAPITAL STOCK

4.01. Capital Stock. The Corporation shall not authorize or issue shares of capital stock.

4.02. Members. Each owner of a unit in the Pheasant Ridge Development shall be a member of the Association.

#### ARTICLE V.

##### REGISTERED OFFICE AND AGENT

5.01. The street address of the Corporation's initial registered office is 535 Gary Street, Pocatello, Idaho, 83201, and the name of its initial registered agent at such address is Jason A. Lyle.

#### ARTICLE VI.

##### DIRECTORS

6.01. Number. The number of Directors of this Corporation is not less than three (3) nor more than nine (9), as fixed from time to time by the Bylaws of the Corporation or by vote of a majority of Directors. The number of Directors constituting the initial Board of Directors of the

Corporation is three (3) and the names and addresses of the persons who are to serve as the initial Directors until their successors are elected are:

Jason A. Lyle  
535 Gary Street  
Pocatello, Idaho 83201

Steve L. Lyle  
3875 South Highway 23  
Wellsville, Utah 84339

Sid Crookston  
476 East 85 South  
Hyde Park, Utah 84318

6.02. Qualification and Election of Directors. Directors shall be elected at the annual meeting of the Directors and shall hold office for a period of one (1) year, or until their successors have been duly elected and qualified. A Director may hold any other office in the Corporation. Should a vacancy occur for any reason, including an increase in the number of Directors, the remaining Directors may appoint a Director to hold office during the unexpired term.

6.03. Conflicts of Interest. No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consent of such interested Director; or (b) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

6.04. Removal of Directors. Any Director may be removed from office, with or without cause, by the affirmative vote of two-thirds (2/3) of the Directors. If any Director shall be removed from office pursuant to a vote of Directors as provided in this Article, the Directors of the Corporation may, at the meeting at which this removal is effected, elect such Director's successor, or the Directors may call a separate meeting at which such Director's successor shall be elected.

6.05. Limited Liability. No Director of this Corporation shall be personally liable to the Corporation or to any third party for monetary damages by reason of such Director's breach of his fiduciary or other duties to the Corporation or to any third party. Notwithstanding the foregoing

limitation, a Director is and shall continue to remain personally liable for monetary damages proximately caused by:

- A. Any breach of the Director's duty of loyalty to the Corporation;
- B. Acts or omissions undertaken by the Director not in good faith or which involve the intentional misconduct of such Director or his knowing violation of any federal, state or local law, regulation or ordinance;
- C. Actions by a Director otherwise prohibited by any provision of the Idaho Code, as amended; or
- D. Any transaction from which the Director derived an improper personal benefit, that was not disclosed to the Corporation prior to such Director's receipt or realization of such benefit.

#### ARTICLE VII.

##### OFFICERS

7.01. The officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary and a Treasurer, as determined by the Board of Directors. One person may hold more than one office as officer of the Corporation when approved by the Corporation's Board of Directors. Each officer shall be elected by a majority vote of the Board of Directors at a meeting duly held and constituted.

#### ARTICLE VIII.

##### INCORPORATOR

8.01. The name of the Incorporator and his place of residence is as follows:

Jason A. Lyle  
535 Gary Street  
Pocatello, Idaho 83201

## ARTICLE IX.

PRINCIPAL PLACE OF BUSINESS

9.01. The principal place of business of this Corporation shall be at 535 Gary Street, Pocatello, Idaho, 83201. The business of this Corporation may be carried on in all counties of the State of Idaho, in all states of the United States, and in all territories thereof, and in all foreign countries as the Directors shall determine.

## ARTICLE X.

DIRECTORS MEETING

10.01. Annual Meeting. The annual meeting of the Directors shall be held at such place and time as are prescribed in the Bylaws of the Corporation, and notice of such meeting and of any special meeting of the Directors shall be given in the manner and for the time provided in the Corporation's Bylaws.

10.02. Procedure at Meetings. At all meetings of the Directors, a majority of the Directors shall constitute a quorum, and each Director shall be entitled to one (1) vote. Should a majority not be represented at any regular or special Directors meeting, adjournments may be taken from time to time without further notice until a sufficient number of Directors are present to hold such a meeting.

## ARTICLE XI.

BYLAWS

11.01. The Board of Directors by majority vote shall adopt and may from time to time amend and/or repeal Bylaws for the Corporation, not inconsistent with the Corporation's Articles of Incorporation and subject to any statutory restrictions or limitations imposed under Idaho law.

## ARTICLE XII.

AMENDMENT

12.01. These Articles may be amended by the affirmative vote of a majority of the Directors present at a meeting called for that purpose upon giving of not more than thirty (30) days nor less than ten (10) days notice to all Directors; provided, however, that such a meeting may be called without notice when notice is waived in writing by all Directors of the Corporation.

ARTICLE XIII.

NOTICES

13.01. Any notices and time limitations to Directors or officers under these Articles of Incorporation or as required by the laws of the State of Idaho may be waived by such Director or officer in writing.

ARTICLE XIV.

DISTRIBUTION OF ASSETS UPON DISSOLUTION

14.01. In the event of a voluntary or involuntary dissolution of the Corporation, all assets of the Corporation shall be distributed as follows:

- A. All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequately provided for.
- B. Any assets the Corporation holds upon a condition requiring the return, transfer, or conveyance of such asset shall be so returned, transferred, or conveyed in accordance with that requirement if the dissolution causes the condition to occur.
- C. Any remaining assets shall be returned to the Members who contributed the assets to the Corporation. Except as required to effectuate such return of assets, no assets of the Corporation shall be distributed to any of the Members or the Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 10 day of October, 2002, and states that the signature on these Articles of Incorporation is his own act and deed and that the matters stated herein are true.

  
Jason A. Lyle, Incorporator