

**ARTICLES OF INCORPORATION  
OF  
LEGACY COMMUNITY ASSOCIATION, INC.**

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SECRETARY OF STATE  
STATE OF IDAHO

I, the undersigned, being of the age of eighteen years or more, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, *Idaho Code § 30-3-1, et seq.*, as it may be amended, do hereby adopt the following Articles of Incorporation for such corporation.

**Article 1.     Name.** The name of the corporation is Legacy Community Association, Inc. (the "Association").

**Article 2.     Principal Office.** The initial principal office of the Association is located at 533 East Riverside Drive, Suite 200, Eagle, Idaho 83616.

**Article 3.     Duration.** The Association shall have perpetual duration.

**Article 4.     Applicable Statute.** The corporation is organized pursuant to the provisions of the Idaho Nonprofit Corporation Act (the "Act").

**Article 5.     Defined Terms.** Capitalized terms used in these Articles and not otherwise defined in these Articles shall have the meanings set forth in the Community Charter for Legacy ("Charter"), recorded or to be recorded by Idaho Development Services, Inc., an Idaho corporation ("Founder"), in the Office of the Clerk of the Auditor and Recorder for Ada County, Idaho.

**Article 6.     Purposes and Powers.** The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

(a) By way of explanation and not limitation, the purposes for which the Association is formed are:

(i) to be and constitute the Association to which reference is made in the Charter, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws of the Association ("**By-Laws**") and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of that real property which is subject to the terms of the Charter (the "**Community**").

(b) In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Charter or By-Laws, may be exercised by its board of directors:

(i) all of the powers conferred upon nonprofit corporations by common law and Idaho statutes in effect from time to time;

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(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Charter, including, without limitation, the following:

(1) to fix and to collect assessments and other charges to be levied upon all members pursuant to Chapter 12 of the Charter, which assessments shall be secured by a lien upon the real property to which the membership rights in the Association are appurtenant, as more specifically provided in Section 12.7 of the Charter;

(2) to manage, control, operate, maintain, repair, and improve property subject to the Charter or any other property as to which the Association has a right or duty to provide such services pursuant to the Charter, By-Laws, or any covenant, easement, contract, or other legal instrument;

(3) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Charter, By-Laws, or other recorded covenant;

(4) to engage in activities that will actively foster, promote, and advance the common interests of all owners of property subject to the Charter;

(5) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(6) to borrow money for any purpose;

(7) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(8) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests of such corporations, firms, or individuals;

(9) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, such By-Laws may not be inconsistent with or contrary to any provisions of the Charter; and

(10) to provide any and all services to the Community and adjacent Community as the Board of Directors may determine to be necessary or desirable to supplement the services provided by local government.

(c) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article 6. None of

the objects or purposes set out above shall be construed to authorize the Association to do any act in violation of the Act, and all such objects or purposes are subject to the Act.

**Article 7. Membership.** The Association shall be a membership corporation without certificates or shares of stock. The Founder, for such period as is specified in the Charter, and each Person who is the Owner of a Unit within the Community, shall be a member of the Association and shall be entitled to such voting rights and membership privileges as are set forth in the Charter and the By-Laws.

**Article 8. Board of Directors.** The Association's business and affairs shall be conducted, managed, and controlled by a Board of Directors. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

The Board of Directors shall consist of not less than three nor more than five directors, as determined in accordance with the By-Laws. The initial Board of Directors shall consist of the three directors named below:

Todd Santiago	533 East Riverside Drive, Suite 200, Eagle, Idaho 83616
Patrick Holmes	45 West 10,000 South, Suite 307, Sandy, Utah 84070
Gerald Anderson	9537 South 700 East, Sandy, Utah 84070

The number, the method of selection, removal, and filling of vacancies on the Board of Directors, and the term of office of members of the Board of Directors, shall be as set forth in the By-Laws.

**Article 9. Indemnification of Directors.** The Association shall indemnify its officers, directors, and committee members as and to the extent required by the By-Laws or the Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**Article 10. Dissolution.** The Association may be dissolved only upon (i) a resolution duly adopted by its Board of Directors and approved by the affirmative vote of members of the Association who own not less than 2/3 of the Units subject to the Charter, and (ii) the written consent of the City of Eagle, Idaho. In addition, so long as the Founder owns any property subject to the Charter or which the Founder may unilaterally make subject to the Charter pursuant to the Charter, the Founder's written consent shall be required.

Upon dissolution of the Association, the (remaining) assets shall be distributed to its Members, or if it has no Members at the time of dissolution, to those persons to whom the Association holds itself out as benefiting or serving.

**Article 11. Merger and Consolidation.** The Association may merge or consolidate only upon a resolution duly adopted by its Board of Directors and the affirmative vote of members who are Owners of not less than 2/3 of the Units owned by persons other than Founder. In addition, so long as the Founder owns any property subject to the Charter or that it may unilaterally make subject to the Charter, the Founder's written consent shall be required.


**Article 12. Amendments.** These Articles may be amended only upon a resolution duly adopted by the Board of Directors and approved by the affirmative vote of members entitled to cast at least

2/3 of the total eligible votes of the members; provided, the members shall not be entitled to vote on any amendment to these Articles of Incorporation adopted for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity or institutional lender authorized to fund, insure, or guarantee mortgages on individual Units, which amendments may be adopted by the Board of Directors. The Board of Directors may, however, adopt one or more amendments to these Articles without member approval for the sole purpose of deleting the name and address of the initial registered agent or registered office if a statement of change is filed with the Secretary of State. In addition, so long as the Founder owns any property subject to the Charter or which it may unilaterally make subject to the Charter, the Founder's consent shall be required for any amendment.

**Article 13. Registered Agent and Office.** The Association's initial registered office is 533 East Riverside Drive, Suite 200, Eagle, Ada County, Idaho 83616, and the initial registered agent at such address is Todd Santiago.

**Article 14. Incorporator.** The name and address of the sole incorporator is Todd Santiago, 533 East Riverside Drive, Suite 200, Eagle, Idaho 83616.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

  
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Todd Santiago, Incorporator