

**ARTICLES OF INCORPORATION  
OF  
LINDSAY CREEK ESTATES PUD HOA, INC.**

For Office Use Only

**-FILED-**

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KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Idaho in compliance with the Idaho Nonprofit Corporations Act (Title 30, Chapter 3, Idaho Code), does hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation shall be Lindsay Creek Estates PUD HOA, Inc. (the "Association").

ARTICLE II  
TERM

The period of existence and duration of the life of the Association shall be perpetual.

ARTICLE III  
NONPROFIT

The Association shall be a nonprofit, membership corporation.

ARTICLE IV  
REGISTERED AGENT

The location and street address of the initial registered office of the Association shall be 2760 Grelle Avenue, Lewiston, Idaho 83501, and Shann Profitt is hereby appointed the initial registered agent of the Association.

ARTICLE V  
PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not anticipate pecuniary gain. The Association is organized for the purposes of:

A. Acting as a Home Owners Association for a Planned Unit Development and associated subdivisions, as further identified within that certain City of Lewiston Ordinance No. 4748, recorded July 12, 2019 as Nez Perce County, Idaho Instrument No. 868125 (the "PUD").

B. Acting as a Management Body for the PUD as defined in the Condominium Property Act, Idaho Code 55-1501et. seq.

C. Exercising all powers and privileges incident to or related in any way to the forgoing matters, together with any and all powers which an Idaho nonprofit corporation may be organized under the Idaho Nonprofit Corporation Act, and together with such further and additional matters addressed within the Declaration of Covenants, Conditions & Restrictions of Lindsay Creek Estates Planned Unit Development, records of Nez Perce County, Idaho (the "Declaration").

#### ARTICLE VI MEMBERSHIP

Every Owner holding a fee simple interest of record in any Lot or Residential Unit within the PUD, including without limitation Declarant The Lord Will Provide, Inc., and buyers of said Lots or Units under executory contracts of sale, but excluding those holding an interest merely as security, shall be a member of the Association. Membership shall be appurtenant to and shall not be separated from fee ownership of real property within the PUD.

#### ARTICLE VII BOARD OF DIRECTORS

The affairs of the Association shall be managed and controlled by the Board of Directors (the "**Board**"). The Board is sometimes referred to as the "Management Committee". The Board shall consist of no more and no less than three (3) individuals. Directors need not be members. Directors shall be elected annually by the members. The names and addresses of the persons who are to act in the capacity of initial directors until the selection of their successors are as follows:

Shann "Shannbo" Profitt	2760 Grelle Ave, Lewiston, Idaho 83501.
Loris Profitt	2760 Grelle Ave, Lewiston, Idaho 83501.
Micah Profitt	833 Cedar Ave, Lewiston, Idaho 83501.

#### ARTICLE VIII ASSESSMENTS

Each member shall be liable for the payment of Assessments as provided within the Declaration, these Articles, and any further Bylaws adopted from time to time.

#### ARTICLE IX BYLAWS

The initial Bylaws of the Association shall be the Declaration, which has been adopted by the initial Board of Directors and recorded (or to be recorded) as applicable to Phase I of the PUD. Thereafter, the Bylaws of the Association (the "**Bylaws**") may be supplemented or amended in accord with the terms thereof and thereby made applicable to other Phases of the PUD.

ARTICLE X  
DISSOLUTION

The Association shall only be dissolved at a meeting by the affirmative vote of two-thirds (66.66%) of the total voting power of the Association. Upon dissolution the assets of the Association shall be distributed as follows: (a) dedicated to a public agency that will perform substantially the same duties as the Association or (b) granted to another non-profit entity. The Association shall not carry on any activities not permitted by any organization exempt from federal income tax.

ARTICLE XI  
AMENDMENTS

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative vote of two-thirds (66.66%) or more of the total voting power of the Association.

ARTICLE XII  
INCORPORATOR

The name and address of the incorporator of the Association is:

Shann Profitt  
2760 Grelle Ave  
Lewiston, Idaho 83501

EXECUTED as of this 20<sup>th</sup> day of June, 2020.

  
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Shann Profitt, Incorporator