

ARTICLES OF INCORPORATION
OF

PLEASANT LOOP HOA, INC.

FILED EFFECTIVE

2017 APR -6 PM 4:21

**SECRETARY OF STATE
STATE OF IDAHO**

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act (as amended, the "Act"), adopts the following Articles of Incorporation for such corporation (the "Articles").

ARTICLE I.

NAME

The name of the corporation is Pleasant Loop HOA, Inc. (hereinafter referred to as the "Association").

ARTICLE II.

PERIOD OF DURATION

The period of its duration shall be perpetual.

ARTICLE III.

POWERS AND PURPOSE

The Association shall have the powers set forth below, and the purposes for which the Association is organized and will be operated are as follows:

A. The exercise of all the powers and privileges and the performance of all the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions for Pleasant Loop Subdivision, to be recorded in the official records of Payette County, Idaho (the "Declaration"), as amended from time to time.

B. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, subject only to limitations in the Bylaws and the Declaration and the amendments and supplements thereto.

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the 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 therefor, may not at that time lawfully carry on or do.

IDAHO SECRETARY OF STATE

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ARTICLE IV.

LIMITATIONS

No part of the net earnings or the assets of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Association shall be authorized and empowered (a) to pay reasonable compensation for services rendered, (b) to make payments and distributions in furtherance of the purposes set forth in Article III hereof and (c) to reimburse directors for expenses incurred on behalf of the Association upon approval of a majority of the other directors. No substantial part of the activities of the Association shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 provisions of these Articles, the 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.

ARTICLE V.

MEMBERS

The members of the Association shall be all of the owners of Building Lots (as defined in the Declaration) in the Pleasant Loop Subdivision (the "Project"), as such owners are shown on the records of the County Recorder of Payette County, State of Idaho. The term "owner" shall not include any mortgagee, trustee, or beneficiary under any mortgage, trust deed, or other security instrument by which a Building Lot or any part thereof is encumbered (unless such mortgagee, trustee, or beneficiary has acquired title for other than security purposes). If record ownership of a Building Lot in the Project is jointly held, the membership appertaining to such Building Lot shall also be jointly held. Membership in the Association shall be mandatory and not optional. Each membership in the Association shall be appurtenant to and shall not be separated from the Building Lot to which it relates. No person or entity other than an owner of a Building Lot in the Project may be a member of the Association.

ARTICLE VI.

VOTING RIGHTS

The classes of membership and related voting rights are set forth in the Declaration. If a membership is jointly held, any or all holders thereof may attend any meeting of the members, but such holders must act unanimously to cast the votes relating to their joint membership. Any designation of a proxy to act for joint holders of a membership must be signed by all such holders as set forth in the Bylaws.

ARTICLE VII.

BOARD OF DIRECTORS

All business affairs of the Association shall be conducted by its Board of Directors. The number of directors serving on the Board of Directors shall be fixed in accordance with the Association's Bylaws, which number shall be at least three (3) and no more than five (5). The Directors shall be elected at the annual meeting of the members in the manner provided for in the Bylaws of the Association. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner to be provided in the Bylaws of the Association. Directors need not be members of the Association. The names and addresses of the persons who are to serve as the initial Directors of the Association are:

<u>Name</u>	<u>Address</u>
1. Scott Moscrip	PO Box 222, New Plymouth, ID 83655
2. Heidi Tanner	PO Box 222, New Plymouth, ID 83655
3. Lisa Binggeli	PO Box 222, New Plymouth, ID 83655
4. Kurtis Taylor	PO Box 222, New Plymouth, ID 83655

ARTICLE VIII.

MANAGER

The Board of Directors may by written contract delegate to a professional management organization or individual such of its managerial duties, responsibilities, functions, and powers as are properly delegable, as more particularly set forth in the Bylaws.

ARTICLE IX.

OFFICERS

The Board of Directors may appoint a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board of Directors believes will be in the best interest of the Association. As provided in the Bylaws, any two or more offices may be held by the same Person, except the offices of President and Secretary. These officers shall have such duties as may be prescribed in the Bylaws of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE X.

REGISTERED OFFICE

The address of the initial registered office of the Association is 901 S. Plymouth, New Plymouth, Idaho 83655, and the name of its initial registered agent at such address is Scott Moscrip.

ARTICLE XI.

INCORPORATOR

The name and address of the incorporator is:

Name	Address
Scott Moscrip	901 S. Plymouth New Plymouth, ID 83655

ARTICLE XII.

PRINCIPAL OFFICE

The address of the principal office of the Association is PO Box 222, New Plymouth, Idaho 83655.

ARTICLE XIII.

AMENDMENT

These Articles of Incorporation may only be amended by vote of at least a majority of the Association's Directors.

ARTICLE XIV.

TAXABLE YEAR

The taxable year of the Association shall be determined by the Association's Directors.

ARTICLE XV.

BYLAWS

Provisions for the regulation of the internal affairs of the Association shall be set forth in the Association's Bylaws.

ARTICLE XVI.

LIMITATION OF LIABILITY

There shall be no personal liability, either direct or indirect, of any director of the Association to the Association for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Association for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is effective on the date of the Association's incorporation. This provision shall not limit the rights of directors of the Association for indemnification or other assistance from the Association. Any repeal or modification of the foregoing provisions of this Article by the members of the Association or the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right or protection of a director of the Association with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

ARTICLE XVII.

ASSESSMENTS


Each member shall be liable for the payment of assessments provided for in the Declaration and as otherwise set forth in the Bylaws of the Association.

ARTICLE XVIII.

DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, distribute all the assets of the Association consistent with the purposes of the Association to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(12) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Association is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Association.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 13th
day of March, 2017.



Scott Moscrip, Incorporator

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