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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

BREINHOLT SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

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

ARTICLE 1. NAME: The name of the corporation shall be BREINHOLT Subdivision Homeowners Association, Inc. This corporation is a nonprofit corporation.

ARTICLE 2. DURATION: The duration of this corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS: The purposes for which the corporation is organized are to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and any other activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. Without limiting the foregoing, it is expressly provided hereby that:

- (a) The corporation shall exercise all of the powers and privileges and perform all of the duties and obligations of the corporation as set forth in the Master Declaration of Covenants, Conditions, Restrictions and Easements for Breinholt Subdivision (hereinafter "Declaration") applicable to the property and recorded or to be recorded in the Office of the Ada County Recorder, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set out at length.
- (b) The corporation shall fix, levy, collect and enforce payment by any lawful means, all charges or assessments, periodic or special, authorized to be made under the Declaration.
- (c) Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of these Articles shall require prior approval of the United States Department of Housing and Urban Development and/or the United

Articles Of Incorporation-BREINHOLT Homeowners Association, Inc.

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Page 1 of 3

IDAHO SECRETARY OF STATE
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States Veterans Administration as long as there is a Class B membership and provided that the said agencies then have an interest in the property which is subject to the Declaration.

ARTICLE 4. MEMBERSHIP: Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the corporation, including contract sellers, shall be a member of the corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the corporation.

ARTICLE 5. VOTING RIGHTS: The Corporation shall have two classes of voting membership.

CLASS A. Class A members shall be all the Owners, with the exception of the Declarant, during the period when the Declarant is a Class B member. Each Class A member shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as such Owners determine. However, there shall not be more than one vote cast per Lot; fractional votes shall not be permitted. The vote applicable to any Lot being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise.

CLASS B. The sole Class B member shall be the Declarant, which shall retain seventy-five percent (75%) voting control until the last available Lot in the subdivision is sold. In that event, Declarant shall become a Class A member to the extent and under the same conditions as other Owners of Lots.

ARTICLE 6. REGISTERED OFFICE AND AGENT: The address of the initial registered office of this corporation is 9601 West State Street, Suite 203, Boise, Idaho 83714, and the name of its initial registered agent at such address is Jean Cariaga.

ARTICLE 7. DIRECTORS: The affairs of the Association shall be managed by a Board of Directors of not less than three (3) nor more than five (5) directors. The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify, or unless they resign or are removed, are:

Jean Cariaga, 9601 West State Street, Suite 203, Boise, Idaho 83714
Emil Prndelj, 9601 West State Street, Suite 203, Boise, Idaho 83714
Ed Berhamovic, 9601 West State Street, Suite 203, Boise, Idaho 83714

ARTICLE 8. INCORPORATOR: The name and address of the incorporator is as follows:
Jean Cariaga, 9601 West State Street, Suite 203, Boise, Idaho 83703-6702

ARTICLE 9. AMENDMENT OF ARTICLES AND BYLAWS: These Articles may not be amended without the affirmative vote of two-thirds (2/3) of members present at a meeting, called specifically for that purpose, provided that a quorum as specified herein or in the laws of the State of Idaho be present.

ARTICLE 10. DISSOLUTION: Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be dedicated to a public body or conveyed to a nonprofit organization with similar purposes.

ARTICLE 11. LIMITATION OF LIABILITY: A director of this corporation shall not be personally liable to this corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Idaho Nonprofit Corporation Act (the "Act") is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article 11 by the members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

EXECUTED this 9th day of February, 2010, by the undersigned incorporator.


