

FILED EFFECTIVE

ARTICLES OF INCORPORATION  
OF  
BLUE INDIAN HOMEOWNERS ASSOCIATION INC.

09 MAY -4 AM 8:28

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act ("Act") do hereby adopt the following Articles of Incorporation ("Articles").

ARTICLE I - NAME & MAILING ADDRESS

The name of the Corporation is Blue Indian Homeowners Association Inc. with a mailing address of P.O. Box 1601, Driggs, ID 83422.

ARTICLE II - NONPROFIT STATUS

The Corporation is a nonprofit membership corporation.

ARTICLE III - PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 240 Garnet Ave. Driggs, Idaho 83422, and the name of the initial registered agent at this address is Matthew Hail.

ARTICLE V - PURPOSES

The purposes for which the Corporation 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 Corporation as set forth in the Declaration of Covenants, Conditions and Restrictions for Blue Indian Subdivision, recorded on the 29<sup>th</sup> day of April 2008, in the official records of Teton County, Idaho as Instrument Number 197249 (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 Corporation 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.

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## ARTICLE VI - LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 Corporation 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 VII - MEMBERS

Each person or entity holding fee simple interest of record to a Building Lot (as defined in the Declaration) which is a part of the Blue Indian Subdivision, and sellers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Building Lot located in the Blue Indian Subdivision. Members of the Corporation must be owners of Building Lots within the Blue Indian Subdivision.

## ARTICLE VIII - VOTING RIGHTS

The Corporation shall have one (1) class of voting membership:

A. The Corporation shall have one class of voting membership. Members shall be all lot owners and shall be entitled to one vote for each lot owned. An individual owning more than one lot shall be entitled to one vote for each lot owned in the subdivision. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as amount themselves determine, but in no event shall more than one vote be cast with respect to any lot.

## ARTICLE IX - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, but no less than three Board of Directors. The Directors shall be elected in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

NAME

ADDRESS

Matthew Hail

P.O. Box 1601, Driggs, ID 83422

Peter Hatcher

P.O. Box 3071, Alpine WY 83128

Kent Cornelison

PO Box 50243, Idaho Falls, ID 83405

The initial Board of Directors shall hold this office until such time as a meeting is held to elect the new Board of Directors for the Corporation. Other applicable rules of the Board of Directors shall be in compliance with the Declaration and Bylaws of the Corporation.

#### ARTICLE X - 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 Corporation.

#### ARTICLE XI - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation 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 Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

#### ARTICLE XII - INCORPORATOR

The name and street address of the incorporator is Matthew Hail, mailing address P.O. Box 1601, Driggs, ID 83422 and physical address of 240 Garnet Ave, Driggs, ID 83422.

#### ARTICLE XIII - BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors. Neither these Articles nor the Bylaws of the corporation shall be amended or otherwise changed or interpreted to be inconsistent with the Blue Indian Subdivision Homeowners Association Declaration.

The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act adopts the following Articles of Incorporation:

DATED this 1st day of May, 2009.

  
Matthew Hail