

**FILED EFFECTIVE**

2017 DEC 12 PM 12: 02

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION OF  
CANALSIDE 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 Canalside 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 vision and 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 Association (as defined in the Declaration) as set forth in the Declaration of Covenants, Conditions and Restrictions of Canalside Subdivision (herein referred to as the "Declaration") recorded in the Office of the Ada County Recorder as Instrument No. 2017 - 118054 on 12/11, 2017, 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, special or limited, authorized to be made under the Declaration.

ARTICLE 4. MEMBERSHIP: Every person or entity who is a record owner of a fee or undivided fee interest in any Lot (as defined in the Declaration) which is subject to the Declaration, excluding Common Area Lots (as defined in the Declaration), including contract sellers, shall be a member of the corporation. The foregoing is not intended to include persons or entities holding 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. Such ownership shall be the sole qualification for membership and shall automatically commence upon a person becoming such Owner and shall automatically terminate and lapse when such ownership in said property shall terminate or be transferred.

ARTICLE 5. VOTING RIGHTS: The voting rights of members shall be as set forth in the Declaration or Bylaws of the corporation. The corporation shall have voting members.

C216073

ARTICLE 6. REGISTERED OFFICE AND AGENT: The address of the initial registered office of this corporation is 211 E. 33<sup>rd</sup> Street, Garden City, Idaho 83714, and the name of its initial registered agent at such address is Louis Landry.

ARTICLE 7. 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:

Peter van der Sterre	634 Oak St. San Francisco, California 94117
Teresa C. Hagmann	9505 W River Beach Lane Garden City, Idaho 83714
Louis Landry	211 E. 33 <sup>rd</sup> St. Garden City, Idaho 83714

ARTICLE 8. INCORPORATOR: The name and address of the incorporator is:

Louis Landry	211 E. 33 <sup>rd</sup> St. Garden City, Idaho 83714
--------------	---

ARTICLE 9. AMENDMENT OF ARTICLES: These Articles may not be amended without at least 66-2/3% of the membership votes being cast in support of such amendment.

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 12<sup>th</sup> day of DECEMBER, 2017, by the undersigned incorporator.

  
Louis Landry

IDAMO SECRETARY OF STATE  
12/12/2017 05:00  
CK:1122 CT:349607 BH:1615902  
1@ 30.00 = 30.00 INC NONP #2