

**FILED**

**ARTICLES OF INCORPORATION**

OF

Feb 26 1999

**RAILSIDE PARK INDUSTRIAL BUSINESS OWNERS ASSOCIATION, INC.**

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 provisions of 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 RAILSIDE PARK INDUSTRIAL BUSINESS OWNERS ASSOCIATION, INC. (hereinafter sometimes referred to as either the "Corporation" or the "Association").

**ARTICLE II**

TERM

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

**ARTICLE III**

NONPROFIT

This Corporation shall be a nonprofit, membership corporation.

**ARTICLE IV**

REGISTERED AGENT

The location and street address of the initial registered office of this Corporation shall be 2340 W. Franklin Road,

IDAHO SECRETARY OF STATE

02/23/1999 09:00

CX: 4761 CT: 27865 BH: 198328

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C127672

Meridian, Idaho 83642, and Walter W. Morrow is appointed the initial registered agent of the Corporation.

#### ARTICLE V

#### PURPOSE AND POWERS OF THE ASSOCIATION

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Corporation is formed are to provide for certain regulations of the use and maintenance of the Building Lots and Common Areas located in Railside Park Subdivision according to the plat thereof recorded in the official records of Ada County, Idaho (the "Subdivision"), which Building Lots and Common Areas are a portion of the Property covered by the PROTECTIVE COVENANTS RAILSIDE PARK SUBDIVISION, MERIDIAN, IDAHO recorded in the official records of Ada County, Idaho ("Protective Covenants"); and for this purpose to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Protective Covenants as amended from time to time as therein provided, said Protective Covenants being incorporated herein as if set forth at length;

(B) Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Protective Covenants, the Bylaws or otherwise fixed or assessed by the Members and all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation;

(C) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(D) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in the Bylaws and the Protective Covenants and the amendments and supplements thereto.

#### **ARTICLE VI**

##### **MEMBERSHIP AND VOTING RIGHTS**

There shall be one (1) membership in the Association for each Building Lot located in the Subdivision. Members of the Corporation must be and remain Owners of Building Lots within the Subdivision, and the corporation shall include as Members all Owners of Building Lots within the Subdivision. Each person or entity holding fee simple interest of record to a Building Lot which is a part of the Property, and buyers under unrecorded extended term 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 Association. Membership shall be appurtenant to and may not be separated from ownership of any Building Lot located in the Subdivision. Each Member shall be entitled to cast one (1) vote for each Building Lot owned by such Member on any matter properly brought before the Membership at any regular or special meeting of the Association.

#### **ARTICLE VII**

##### **BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of three (3) to five (5) Directors, who must be Members, or designated representatives of Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Corporation, but in no event shall the number be less than three

(3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

John R. Jantz

4414 S. Gekeler Lane  
Boise, ID 83716

Michael E. Ford

4414 S. Gekeler Lane  
Boise, ID 83705

Walter W. Morrow

2340 W. Franklin Road  
P.O. Box 770  
Meridian, ID 83680

#### ARTICLE VIII ASSESSMENTS

Each Member shall be liable for the payment of Assessments for purposes of maintenance of common areas as provided for in the Protective Covenants and as set forth in the Bylaws of the Corporation.

#### ARTICLE IX BYLAWS

The Bylaws of this Corporation may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of a majority of each class of Members.

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the Corporation, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Protective Covenants.

**ARTICLE X**  
**DISSOLUTION**

The Corporation may be dissolved at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of the Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the real property and other assets of the Corporation shall be: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created; or (ii) granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes; or (iii) distributed to the Owners of Building Lots to be held by them as tenants in common in proportion to the number of Building Lots within the Subdivision. The determination of the liquidating distribution of the real property and other assets of the Corporation as provided above, shall be by vote of a majority of the Owners of Building Lots as part of the Member vote on dissolution.

**ARTICLE XI**  
**AMENDMENTS**

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of each class of Members and the consent of holders of first mortgages on Building Lot(s) who have requested of the Corporation in writing to provide them notice of proposed action which affects their interests. No amendment which is inconsistent with the provisions of the Protective Covenants shall be valid.

**ARTICLE XII**  
MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Bylaws including, without limitation, "Articles", "Assessments", "Association", "Board", "Building Lot", "Bylaws", "Grantor", "Member", "Owner", "Property" and "Common Area".

**ARTICLE XIII**  
INCORPORATION

Richard D. Heaton, 4414 S. Gekeler Lane, Boise, Idaho 83705, shall be the incorporator of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of February, 1999.

  
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RICHARD D. HEATON, Incorporator