

**ARTICLES OF INCORPORATION
OF
NORTH POINTE SQUARE OWNERS ASSOCIATION, INC.**

For Office Use Only

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KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a non-profit 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 North Pointe Square Owners Association, Inc. (hereinafter, the "**Corporation**").

**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**

Hawkins Registered Agent LLC, an Idaho limited liability company, with an address of 855 W. Broad Street, Suite 300, Boise Idaho 83702 is hereby appointed as 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 Corporation is formed to own real and personal property for the benefit of the Owners of Lots within North Pointe Square, and in the event of the lack of a Maintenance Director under the Declaration of Restrictions, Grant of Easements and Common Area Maintenance Agreement for North Pointe Square, as it has been and may be amended from time to time as therein provided ("Declaration"), to act as Maintenance Director as to such real and personal property, 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 Declaration as

amended from time to time as therein provided, said Declaration as may be amended 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 Declaration 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 under the limitations imposed by the Declaration;

(D) Borrow money; and

(E) Have and exercise any and all powers, rights and privileges that 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 Declaration and bylaws of the Corporation ("Bylaws").

ARTICLE VI MEMBERSHIP

Each person or entity holding fee simple interest of record to a Lot subject to the Declaration, and buyers 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 a Lot.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of three (3) Directors, who need not be 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:

Colby Halker	855 Broad Street, Suite 300 Boise, Idaho 83702
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Mindy Gronbeck	855 Broad Street, Suite 300 Boise, Idaho 83702
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Shayna Cox	855 Broad Street, Suite 300 Boise, Idaho 83702
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ARTICLE IX ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the Declaration and as set forth in the Bylaws.

ARTICLE XI DISSOLUTION

The Corporation shall only be dissolved at a regular meeting, or a special meeting of the Corporation called for that purpose, by the affirmative votes of the Members holding at least 75% of the votes represented at the meeting and entitled to vote on the matter. 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 Lots to be held by them as tenants in common in proportion to the square feet of the Property owned by each Owner.

ARTICLE XII AMENDMENTS

Amendment of these Articles of Incorporation may be made (a) at any regular meeting or any special meeting of the Corporation called for that purpose by the affirmative votes of not less than 66 2/3% of the votes represented at the meeting and entitled to vote on the matter or (b) in accordance with Idaho Code, by the written consent of Members holding 66 2/3% of the votes in the Corporation. No amendment which is inconsistent with the provisions of the Declaration shall be valid.

ARTICLE XIII 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 Declaration.

ARTICLE XIV INCORPORATION

Brett R. Hamm, with an address of 855 W. Broad Street, Suite 300, Boise, Idaho 83702, shall be the incorporator of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of December, 2020.


Brett R. Hamm, Incorporator