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**SECRETARY OF STATE
STATE OF IDAHO**

ARTICLES OF INCORPORATION

OF

MAPLE GROVE OFFICE OWNERS 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 Maple Grove Office Owners 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 Association (as defined in the Declaration) as set forth in the Declaration of Covenants, Conditions and Restrictions of Maple Grove Office Lots (hereinafter "Declaration") recorded in the Office of the Ada County Recorder as Instrument No. 2018-018049, 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

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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 corporation shall have two classes of voting membership.

Class A: Class A members shall be all Owners (as defined in the Declaration), with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot owned. 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 they determine, but in no event shall more than one vote be cast with respect to any Lot. Fractional votes shall not be allowed. The vote applicable to any said Lot being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise.

Class B: Class B member(s) shall be the Declarant who shall be entitled to three (3) votes, for each Lot owned. Subject to the provisions of this Article 5, below, the Class B membership shall be converted to Class A membership on the date that title to all Lots owned by Declarant have transferred to third parties.

The foregoing notwithstanding, in the event any additional real property owned by Declarant shall be annexed into the development project described in the Declaration pursuant to the provisions of Article XIV thereof, the Class B membership shall not be deemed to have converted to Class A membership and the Class B membership shall remain in existence (or be deemed reinstated if previously converted to Class A membership) as respects all Lots owned by Declarant.

ARTICLE 6. REGISTERED OFFICE AND AGENT: The address of the initial registered office of this corporation is 784 S. Clearwater Loop, Suite F, Post Falls, Idaho 83854, and the name of its initial registered agent at such address is All Day Idaho Registered Agent LLC.

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:

Douglas D. Fowler	3537 Hunters Circle, Napa, CA 94558
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Stephanie J. Fowler	3537 Hunters Circle, Napa, CA 94558
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Kenna K. Fowler	3537 Hunters Circle, Napa, CA 94558
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ARTICLE 8. INCORPORATOR: The name and address of the incorporator are as follows:

Stephen A. Bradbury

PO Box 388, Boise, ID 83701

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 13th day of March, 2018, by the undersigned incorporator.


Stephen A. Bradbury

IDAHO SECRETARY OF STATE

03/13/2018 05:00

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