

**ARTICLES OF INCORPORATION
OF
THE BLUFFS SUBDIVISION
HOMEOWNER'S ASSOCIATION, INC.**

For Office Use Only

-FILED-

File #: 0004394297

Date Filed: 8/20/2021 1:37:00 PM

In compliance with the requirements of the laws of the State of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, including particularly Chapter 30, Title 30 et seq. of the Idaho Code, the undersigned hereby adopt the following Articles of Incorporation for the Corporation.

ARTICLE I

The name of this corporation is THE BLUFFS SUBDIVISION HOMEOWNER'S ASSOCIATION, INC., hereinafter called the "Corporation."

ARTICLE II

The Corporation is a nonprofit corporation organized pursuant to the laws of the State of Idaho. It does not contemplate pecuniary gain or profit, and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, directors or officers; provided, however, that this provision shall not be construed to prohibit payments of reasonable compensation for services actually rendered for the benefit of the Corporation or to prohibit the conferring of benefits upon the Corporation's members in conformity with its purposes and Idaho law. It is not intended that the Corporation shall be eligible to qualify for tax exempt status under the provisions of Section 501(c) of the Internal Revenue Code, as amended from time to time.

ARTICLE III

The principal office of the Corporation is located at 4531 N 1250 E, Buhl, Idaho 83316; and the Registered Agent of the Corporation is Scott Dayley, whose address is 4531 N 1250 E, Buhl, ID 83316.

ARTICLE IV

The duration of the Corporation is perpetual, unless terminated by vote of the Members or otherwise in accordance with Idaho law.

ARTICLE V

The purposes for which this Corporation is organized shall be to function as an association of homeowners in The Bluffs Subdivision ("the Subdivision"), as filed for record in the office of the Twin Falls County Recorder; and in that capacity to undertake all duties and obligations imposed upon it by Idaho law, by these Articles of Incorporation, by a Road Maintenance Agreement For The Bluffs Subdivision recorded on May 1, 2006, as Instrument No. 2006-010368, records of Twin Falls County Recorder, and the Declaration of Covenants & Restrictions For the Bluffs Homeowner's Association, Inc. recorded on

May 1, 2006, as Instrument No. 2006-010369, records of Twin Falls County Recorder. For these purposes the Corporation may:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Corporation as set forth in said Declaration of Covenants & Restrictions, hereinafter called "the Declaration," as the same may be amended from time to time, said Declaration 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 these Articles, which charges and assessments shall be fixed by the Board of Directors, and shall be payable at such times or intervals, and upon such notice and by such methods as the Directors may prescribe; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges imposed against the property of the Corporation;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, and maintain real or personal property in connection with the affairs of the Corporation;

(d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and Common Area, subject to those restrictions contained in the Declaration and any amendments thereto; and

(e) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may now or hereafter have or exercise.

ARTICLE VI

The affairs of the Corporation shall be managed by a Board of three (3) or more directors as established in the Bylaws, at meetings duly held pursuant to the Bylaws and at which a quorum is present in person or by proxy. A quorum shall consist of a majority of the Directors present in person or by proxy. The Board, by majority vote, may remove an Officer of the Corporation. The Bylaws may provide for an increase or decrease in the number of Directors, provided that the number of Directors shall be not less than three.

The names and addresses of the original Board of Directors are:

<u>Name</u>	<u>Address</u>
Scott Dayley	4531 N 1250 E Buhl, ID 83316
Cliff York	4548 N 1250 E Buhl, ID 83316
Adam Souja	4536 N 1250 E Buhl, ID 83316

At a meeting called for this purpose, the Members may elect one Director for a term of one year, one or more Directors for a term of two years and one or more Directors for a term of three years; and at each annual meeting thereafter, the Members shall elect one or two Directors, as the case may be, for a term of three years. Vacancies during the terms shall be filled by appointment by a majority of the remaining Directors.

ARTICLE VII

The Board of Directors is authorized to fix the amount of assessments to be levied upon the Members and their Lots from time to time, and to make such assessments payable at such times or intervals, and upon such notice and by such methods as the Directors may prescribe. Annual assessments shall be based upon advance annual estimates of cash requirements by the Board of Directors to provide for the payment of all estimated expenses to be incurred in the ensuing twelve-month period in the conduct of the Association's affairs, including maintenance and operation of the Common Area, including specifically the common roadway that runs throughout the Subdivision. All assessments fixed by the Directors may be enforced by civil action against a delinquent member, with such action to be filed in Twin Falls County District Court.

Each assessment, together with interest thereon at a rate to be fixed by the Directors and the cost of collection thereof, shall be a permanent charge and continuing lien upon the Lot against which it has been assessed; and further, shall be a joint and several personal obligation of each owner of such Lot at the time the assessment becomes due and payable, and of such owner's successor in interest if unpaid on the date of the conveyance of the Lot. The lien hereby created shall attach to a given Lot as of the date the assessment becomes due and payable. The lien shall be perfected and shall have priority against other liens and encumbrances against said Lot only from the time and date on which the Association files a Notice of Claim of Lien in the real property records of Twin Falls County, Idaho, setting forth the name or names of the record owner of said Lot, a complete legal description of said Lot, and the amount and nature of the assessment for which the lien has been created. The right to file a lien as provided herein shall be optional with the Association and shall not prevent the Association from enforcing only the personal obligation of Lot owners if the Association determines that such a course of action is in the Association's best interest.

ARTICLE VIII

Future reports and correspondence should be mailed to the following address: 4531 N 1250 E, Buhl, ID 83316, or such other address that is stated in the annual reports filed by the Corporation with the Secretary of State.

ARTICLE IX

Each Owner of a fee interest, or Owners of undivided fee interests, in any Lot in the Subdivision, by virtue of being such Owner(s), shall be deemed a Member of the Corporation, and no person or entity other than the Owner(s) of a Lot may be a Member of the Corporation. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. The membership of each

Owner shall be appurtenant to the Lot(s) owned by such Owner and shall not be transferred, pledged, or alienated in any way except upon the transfer of title to said Lot and then only to the transferee of legal title to said Lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to such Lot shall operate automatically to transfer said membership to the new Owner thereof.

ARTICLE X

The Corporation shall have one class of voting Members. Each Member shall be entitled to cast one vote or fractional vote as set forth herein for each Lot in which he holds the interest required for Membership, and the vote for such Lot shall be exercised as the Owner, or Owners in the case of joint ownership, determine(s); but in no event shall more than one vote be cast with respect to any one Lot.

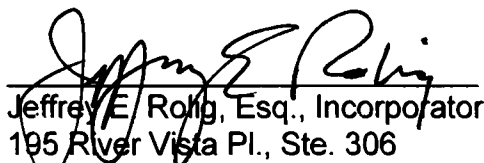
ARTICLE XI

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members or Officers, but 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.

ARTICLE XII

Upon dissolution of the Corporation, the assets of the Corporation remaining after payment of its debts shall be distributed to the Members in shares proportionate to the number of Lots in the subdivision owned by each Member, to the extent permitted by law.

IN WITNESS WHEREOF the undersigned has signed these Articles of Incorporation this 18 day of August, 2021.


Jeffrey E. Rolig, Esq., Incorporator
195 River Vista Pl., Ste. 306
P.O. Box 5455
Twin Falls, ID 83301