

**ARTICLES OF INCORPORATION  
OF**

**2013 APR -5 PM 1: 28**

**SECRETARY OF STATE  
STATE OF IDAHO**

**ROSELANDS SUBDIVISION HOMEOWNERS ASSOCIATION, INC.**

The undersigned, acting as incorporator for the purpose of forming a non-profit corporation under the laws of the State of Idaho in compliance with the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I - NAME & MAILING ADDRESS**

The name of the Corporation is Roselands Subdivision Homeowners Association, Inc. (the "Association"). The mailing address for the Association shall be P.O. Box 1939, Eagle, ID 83616.

**ARTICLE II - NONPROFIT STATUS**

The Association is a nonprofit membership corporation.

**ARTICLE III - PERIOD OF DURATION**

The period of duration of the Association is perpetual.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The location of the Association is in the City of Eagle, County of Ada, State of Idaho. The address of the initial registered office is 607 W. Sherington Drive, Eagle, ID 83616, and the name of the initial registered agent at this address is Don Newell.

**ARTICLE V - PURPOSES**

The purposes for which the Association is organized and will be operated are as follows:

A. To provide for maintenance, preservation and architectural control of the residence lots, common area and maintenance area within that certain tract of property known as the Roselands Subdivision, according to the plat(s) thereof filed in the official records of Ada County, Idaho and any additions thereto as may be hereafter brought within the jurisdiction of the Association (the "Property"), and to promote the health, safety, and welfare of the residents within the Property.

B. To exercise of all the powers and privileges and the perform of all the duties and obligations of the Association as set forth in the Declaration of Protective Restrictions for Roselands Subdivision applicable to the Property (the "Declaration"), as the same may be

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amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

C. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, subject only to limitations in the Bylaws and the Declaration and the amendments and supplements thereto.

D. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Association to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### **ARTICLE VI - LIMITATIONS**

No part of the net earnings or the assets of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Association 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. No substantial part of the activities of the Association shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986, as amended from time to time.

#### **ARTICLE VII - MEMBERSHIP**

Each person or entity holding fee simple interest of record to a Lot (as defined in the Declaration) within Roselands Subdivision, and sellers 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 Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot located in the Roselands Subdivision. Except for the Class B Member, there shall be one (1) membership in the Association for each Lot located in the Roselands Subdivision. Members of the Association must be owners of Lots within the Roselands Subdivision.

#### **ARTICLE VIII - VOTING RIGHTS**

The Association shall have two (2) classes of voting membership:

A. **Class A Members.** Owners other than Declarant (as defined in the Declaration) shall be known as Class A Members. Class A Members shall have no voting rights prior to the Class B Member Termination Date, as such date is defined in Section 5.2 of the Declaration.

Thereafter, each Class A Member shall be entitled to one (1) vote for each Lot owned by such Class A Member on the day of the vote.

B. **Class B Member.** Declarant shall be the Class B Member, and shall be entitled to one (1) vote for each Lot owned by Declarant. The Class B Member shall cease to be a voting Member in the Association upon the Class B Member Termination Date, as such date is defined in Section 5.2 of the Declaration.

## **ARTICLE IX - BOARD OF DIRECTORS**

The affairs of the Association shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Association's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected in the manner and for the term provided in the Bylaws of the Association.

The names and addresses of the persons constituting the initial Board of Directors are:

| <u>NAME</u> | <u>ADDRESS</u>                 |
|-------------|--------------------------------|
| Don Newell  | P.O. Box 1939, Eagle, ID 83616 |
| Matt Drown  | P.O. Box 1939, Eagle, ID 83616 |
| Jeff Martel | P.O. Box 1939, Eagle, ID 83616 |

## **ARTICLE X - ASSESSMENTS**

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

## **ARTICLE XI - DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, distribute all the assets of the Association to an appropriate public agency or non-profit corporation to be used for purposes consistent with those for which this Association is created as determined by the Board of Directors. No such distribution shall be made to a private entity which does not at the time qualify as an exempt organization under Section 501(c) of the Internal Revenue Code of 1986, as amended from time to time. No part of the assets of the Association shall, upon dissolution, inure to the benefit of any private person or individual or member of the Association. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Association is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Association.

## ARTICLE XII - INCORPORATOR


The name and street address of the incorporator is Don Newell, P.O. Box 1939, Eagle, ID 83616.

## ARTICLE XIII - BYLAWS

Provisions for the regulation of the internal affairs of the Association shall be set forth in the Bylaws. The Board of Directors of the Association shall be authorized to amend the Association's Bylaws at a properly noticed special or regular meeting of the Board of Directors. Neither these Articles nor the Bylaws of the corporation shall be amended or otherwise changed or interpreted to be inconsistent with the Declaration.

The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation:

DATED this 4th day of APRIL 2013.

  
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Don Newell  
Incorporator