

**ARTICLES OF INCORPORATION
OF
NORTHSIDE SUBDIVISION OWNERS ASSOCIATION, INC.**

2017 JAN 19 PM 2:41
SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENCES:

The undersigned, acting as the incorporator, hereby adopts the following Articles of Incorporation to incorporate and establish Northside Subdivision Owners Association, Inc. pursuant to the Idaho Nonprofit Corporation Act.

**ARTICLE I
NAME**

The name of this corporation shall be Northside Subdivision Owners Association, Inc.

**ARTICLE II
PURPOSES**

The purposes for which this corporation is organized are: (i) to function as a property owners' association, and in that capacity to undertake all duties and obligations imposed upon it by the Declaration of Covenants, Conditions and Restrictions for the Northside Subdivision, recorded _____, 2016, as Instrument No. _____, records of Jerome County, Idaho, and any amendments thereto (the "Declaration") that related to and govern over certain real property situated in Jerome County, state of Idaho, more particularly described as NORTHSIDE SUBDIVISION according to the official plat thereof recorded as Instrument No. _____, records of Jerome County, Idaho (the "Subdivision"); and (ii) to transact all lawful activities related to the foregoing purpose.

**ARTICLE III
TERM**

This corporation shall be perpetual in duration, unless sooner terminated according to law.

ARTICLES OF INCORPORATION OF NORTHSIDE SUBDIVISION

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IDAHO SECRETARY OF STATE

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**ARTICLE IV
INITIAL REGISTERED AGENT AND OFFICE**

The initial Registered Agent and initial Registered Office of this corporation shall be:

A. Scott Jackson and 311 South Rose Street, P.O. Box 56, Jerome, Idaho 83338.

**ARTICLE V
INCORPORATOR**

The incorporator of this corporation is John O. Fitzgerald, II, Attorney at Law, 905 Shoshone Street North, Twin Falls, Idaho 83301.

**ARTICLE VI
MEMBERSHIP AND VOTING RIGHTS**

Each owner of a lot in the Subdivision (as the term "lot" is defined in the Declaration) (a "Lot") shall be a member of this corporation, and no person or entity other than an owner of a Lot may be a member of this corporation. Such membership shall at all times be identified with, and appurtenant to, the ownership of a Lot, and no membership shall be subject to or conditioned upon the approval of the Board of Directors or the other members of this corporation.

If title to a Lot is held by more than one person or entity, only one membership in this corporation shall be appurtenant to the Lot, and the membership related to that Lot shall be shared by all such persons or entities in the same proportionate interest and by the same type of tenancy in which title to the Lot is held. The co-owners of such Lot shall designate one of the co-owners as the representative of the membership of this corporation for the purposes of voting and representation of the interest of the co-owners in this corporation.

The votes that member of this corporation may cast are: (i) one (1) vote for a Lot of five (5) acres or less, and (ii) three (3) votes for a Lot larger than five (5) acres.

ARTICLE VII DUES AND ASSESSMENTS

By ownership of a Lot, each member covenants and agrees, and shall be deemed to covenant and agree, with every other member and with this corporation to pay dues and assessments duly levied and assessed by this corporation for purposes provided in the Declaration and any amendments thereto, and these Articles of Incorporation and any amendments thereto. Dues and assessments shall be made, secured and collected as to each Lot and the owners thereof as provided in the Declaration and any amendments thereto.

ARTICLE VIII BY-LAWS

Bylaws, not inconsistent with these Articles of Incorporation and any amendments thereto, may be adopted, altered, amended and repealed: (i) at any duly constituted meeting of the Board of Directors by the affirmative vote of a majority of the directors present at such meeting; or (ii) at a duly constituted meeting of the members of this corporation by an affirmative vote of not less than the affirmative three-fourths vote of all Lots within the Subdivision; or (iii) without necessity of approval of this corporation or any member, by Northside Development Holding Co., LLC, an Idaho limited liability company, as the Declarant under the Declaration if it owns at least fifteen percent (15%) of the land area in the entire Subdivision.

ARTICLE IX DIRECTORS

This corporation shall be managed initially by a Board of Directors comprised of: (i) A. Scott Jackson, Todd Strayer, and Greg Petersen being designated by Northside Development Holding Co., LLC, an Idaho limited liability company, as the Declarant under the Declaration, all of whose addresses shall be care of A. Scott Jackson, 311 South Rose Street, P.O. Box 56,

Jerome, Idaho 83338; (ii) Todd Strayer being designated by The Scoular Company, a Nebraska corporation and an owner of Lots in the Subdivision, whose address is 2027 Dodge Avenue, Omaha, Nebraska 68102; and (iii) Greg Petersen being designated by Hoofin-It, LLC, an Idaho limited liability company and an owner of a Lot in the Subdivision, whose address is 4672 East Drummond Avenue, Fresno, California 93725.

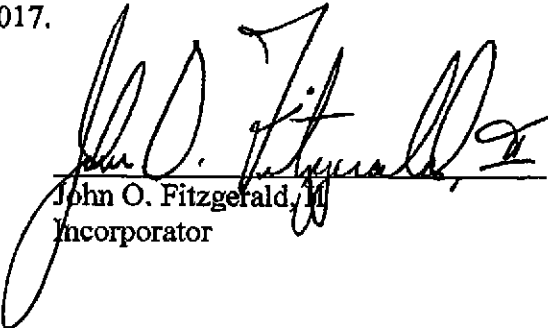
ARTICLE X DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of this corporation, the assets of this corporation shall first be distributed to and for the payment of the corporation's indebtedness, with the remainder, if any, then distributed to the members of this corporation.

ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended: (i) by the affirmative vote of a majority of the directors present at a duly constituted meeting of the Board of Directors called for the purpose of considering an amendment to these Articles of Incorporation; or (ii) by the affirmative vote of not less than three-fourths of all Lots within the Subdivision at a duly constituted meeting of the members of this corporation; or (iii) by Northside Development Holding Co., LLC, an Idaho limited liability company, as the Declarant under the Declaration if it owns at least fifteen percent (15%) of the land area in the entire Subdivision.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, sets his hand this 19th day of January, 2017.


John O. Fitzgerald, III
Incorporator