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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**TRAILWIND SUBDIVISION HOMEOWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Idaho Code, Title 30, Chapter 3, the undersigned, a resident of Idaho, in order to form a corporation not for profit, does hereby certify:

**Article I**

The name of the corporation is **Trailwind Subdivision Homeowners' Association, Inc.**, hereinafter called the "Association."

**Article II**

The principal office of the Association is located at 10564 W. Business Park Lane, Boise, Idaho 83709.

**Article III**

Douglas Jayo, whose address is 10564 W. Business Park Lane, Boise, Idaho 83709, is hereby appointed the initial registered agent of this Association.

**Article IV**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and common area within that certain tract of property described as:

**In the County of Ada, State of Idaho:  
Trailwind Subdivision**

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and to promote the health, safety and welfare of the residents within the above-described property and any additions hereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions for Trailwind Subdivision, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the office of the Ada County Recorder, Ada County, Idaho, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or government charges levied or imposed against the property of the Association;

(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 Association;

(d) Borrow money, and with the assent of two-thirds (2/3) of the votes cast at a regular or special meeting at which a quorum is present, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless approved by the affirmative vote of at least two-thirds (2/3) of the votes cast at a regular or special meeting at which a quorum is present;

(f) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

#### **Article V**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to covenants of record, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold 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 which is subject to assessment by the Association.

#### **Article VI**

The Association will have two (2) classes of voting memberships.

**Class A Members.** Class A Members shall be all Owners, with the exception of Jayo Development, Inc., so long as Grantor is the Class B Member. Class A Members and shall be entitled to one (1) vote for each Building Lot owned by such Owner.

**Class B Member.** Jayo Development, Inc. shall be the sole Class B Member, and shall be entitled to ten (10) votes for each of the Building Lots for the Trailwind Subdivision, less one (1) vote for each Building Lot owned by a Person other than Jayo Development, Inc. The Class B Member shall cease to be a voting member in the Association at the earlier of: (a) the date Jayo Development, Inc. ceases to own any of the Building

Lots within the Property; or (b) ten years from the date the Declaration of Covenants, Conditions and Restrictions for Trailwind Subdivision has been filed of record with the Ada County, Idaho Recorder's office.

Notwithstanding anything contained herein to the contrary, Jayo Development, Inc., as the Class B member, shall have the exclusive right, power and authority to appoint and elect the Board of Directors, amend these Articles and the Corporation's By-Laws, and otherwise manage the affairs of the Subdivision and the Association so long as Jayo Development, Inc. owns a Building Lot in the Subdivision.

#### **Article VII**

The affairs of this Association 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 By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

|                     |   |
|---------------------|---|
| <b>Douglas Jayo</b> | <b>10564 W. Business Park Lane<br/>Boise, Idaho 83709</b> |
| <b>Shane Jayo</b>   | <b>10564 W. Business Park Lane<br/>Boise, Idaho 83709</b> |
| <b>Cameron Jayo</b> | <b>10564 W. Business Park Lane<br/>Boise, Idaho 83709</b> |

At the first annual meeting, the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years. At each annual meeting thereafter, the members shall elect one (1) director for a term of three (3) years.

#### **Article VIII**

The Association may be dissolved with the assent of at least two-thirds (2/3) of the votes cast at a regular or special meeting at which a quorum is present. Upon

dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or to a non-profit organization with similar purposes to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

**Article IX**

The Corporation shall exist perpetually.

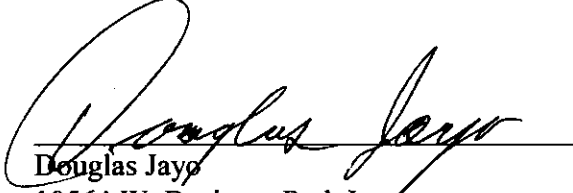
**Article X**

Amendment of these Articles shall require the assent of at least two-thirds (2/3) of the votes cast at a regular or special meeting at which a quorum is present.

**Article XI**

The necessary quorum for all membership meetings shall be ten percent (10%) of the total number of members.

IN WITNESS WHEREOF, For the purposes of forming this Corporation under the laws of the State of Idaho, I, the undersigned, constituting the incorporator of this Association has executed these Articles of Incorporation, this 15<sup>th</sup> day of October, 2013.

  
Douglas Jay  
10564 W. Business Park Lane  
Boise, Idaho 83709