

**ARTICLES OF INCORPORATION OF
CLEARWATER BUILDING SUB-ASSOCIATION, INC.**

FILED EFFECTIVE

2016 APR 13 PM 1:37

**SECRETARY OF STATE
STATE OF IDAHO**

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30; Chapter 3, *Idaho Code*, does hereby certify, declare and adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be the CLEARWATER BUILDING SUB-ASSOCIATION, INC. ("**Association**").

**ARTICLE II
TERM**

The period of existence and duration of the life of the Association shall be perpetual.

**ARTICLE III
NON-PROFIT**

The Association shall be a non-profit, membership corporation.

**ARTICLE IV
REGISTERED AGENT**

The location and street address of the initial registered office of the Association shall be 101 S Capitol Boulevard, Suite 1700, Boise, Idaho 83702, and Ryan Cleverley is hereby appointed the initial registered agent of the Association.

**ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the Members thereof, and the Association is formed to provide for certain regulation of the use of the Units within the Clearwater Building created as a part of the US Bank Plaza Condominium project and to promote the health, safety and welfare of the Owners and tenants within the Clearwater Building Sub-Association, including without limitation, the implementation of the following:

(A) Exercise all of the powers and privileges and perform all of the duties and obligations of a Sub-Association with those limited powers delegated to it as set forth in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for US Bank Plaza Condominium ("**Declaration**"), as amended from time to time as therein provided;

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(B) Fix payment by any lawful means of all charges or Assessments pursuant to the terms of the Declaration, and all expenses in connection therewith and all office and other expenses incident to the conduct of the business 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 under the limitations imposed by the Declaration;

(D) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(E) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in the Declaration and any amendments thereto, and the Bylaws of the Association ("**Bylaws**").

ARTICLE VI **MEMBERSHIP**

Every Owner holding fee simple interest of record, and buyers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, to any Unit in the Clearwater Building shall be a Member of the Association. Owners shall act through their authorized agents and officers as well as those authorized to do so as a result of their possession of an interest in the Owner.

Membership shall be appurtenant to and may not be separated from ownership of any Unit within the Building.

ARTICLE VII **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors (collectively the "**Board**," individually "**Directors**") to carry out all of the powers and duties of the Association as set forth herein. The Board shall consist of not less than three (3) Directors nor more than the amount specified in the Declaration, or which amount may be established pursuant to any subsequent amendment to the Declaration, who, other than the initial Directors specified herein shall be individuals with an interest in any Member of the Association. The number of Directors may be changed by amendment by the Bylaws, but in no event shall the number be less than three (3). The names and address of the persons who are to act in the capacity of Directors until the selection of their successors are as follows:

Ryan Cleverley	101 S. Capitol Boulevard, Suite 1700, Boise, ID 83702
Holt Haga	101 S. Capitol Boulevard, Suite 1700, Boise, ID 83702
David Wali	101 S. Capitol Boulevard, Suite 1700, Boise, ID 83702

ARTICLE VIII
ASSESSMENTS

Each Member shall be liable for the payment of Assessments pursuant to the Declaration and as set forth in the Bylaws.

ARTICLE IX
BYLAWS

The Bylaws of this Association may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative vote of the Members holding at least sixty-seven percent (67%) of the votes represented at the meeting and entitled to vote on the matter. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Association's Board of Directors, the officers, employees and agents of the Association, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declaration.

ARTICLE X
DISSOLUTION

The Association shall only be dissolved at a regular meeting, or a special meeting of the Association called for that purpose, by the affirmative vote of the Members holding at least sixty-seven percent (67%) of the votes represented at the meeting and entitled to vote on the matter. Upon dissolution of the Association, other than incident to a merger or consolidation, the real property and other assets of the Association shall be distributed as follows: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created; or (ii) granted, conveyed and assigned a non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted by any organization exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law).

ARTICLE XI
AMENDMENTS

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative vote of the Members holding at least sixty-seven percent (67%) of the votes represented at the meeting and entitled to vote on the matter. No amendment which is inconsistent with the provisions of the Declaration shall be valid.

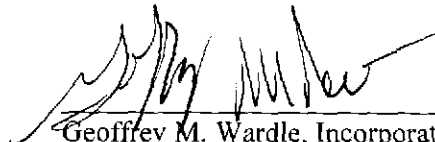
ARTICLE XII
MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are ascribed to such terms in the Declaration.

ARTICLE XIII
INCORPORATION

Geoffrey M. Wardle shall be the incorporator of the Association.

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective this 17th day of April,
2016.



Geoffrey M. Wardle, Incorporator
101 S. Capitol Boulevard, Suite 1700
Boise, Idaho 83702

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