

**ARTICLES OF INCORPORATION
OF
BRIDGETOWER HOMEOWNER'S ASSOCIATION, INC.**

For Office Use Only

-FILED-

File #: 0005122588

Date Filed: 2/22/2023 11:06:00 AM

The undersigned, for the purpose of forming a corporation under the Idaho Nonprofit Corporation Act, Title 30, Chapter 30, Idaho Code, does hereby certify, declare, and adopt the following Articles of Incorporation (the "Articles"):

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation shall be BRIDGETOWER HOMEOWNER'S ASSOCIATION, INC. (hereinafter, the "Corporation").

**ARTICLE II
NONPROFIT STATUS**

The Corporation is a nonprofit membership corporation.

**ARTICLE III
PERIOD OF DURATION**

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

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the registered agent, Keystone Idaho, LLC, is 3140 W. Belltower Dr., Meridian, ID 83646 or such other place as may be determined by the Board of Directors. The mailing address for the correspondence of the registered agent 3140 W. Belltower Dr., Meridian, ID 83646.

**ARTICLE V
PURPOSES OF THE CORPORATION**

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

A. The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide for maintenance, preservation, and architectural control of those certain lots as established in the Covenants, Conditions, and Restrictions of the Bridgetower Subdivision (the "Covenants"), and to promote the health, safety, and welfare of the residents within the subdivision established by the Covenants and any additions thereto as may be hereafter be brought within the jurisdiction of this Corporation for this purpose to:

(a) exercise of all the powers and privileges and the performance of all the duties and obligations of the Corporation as set forth in Idaho Code 55-115, the Covenants as

amended from time to time, and the Bylaws of the Corporation (the “Bylaws”) (the Articles, Covenants, and Bylaws collectively referred to as the “HOA Documents”);

(b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Covenants; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation;

(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 Corporation; and

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

ARTICLE VI LIMITATIONS

A. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its Shareholders, Directors, Officers, or other private persons except that 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. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 Corporation 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

There shall be one (1) share in the Corporation for each Lot located in the Bridgetower Subdivision. Each person, persons, or entity holding fee simple interest of record of a Lot (as defined in the Covenants) which is a part of the Bridgetower Subdivision, excluding those having such interest merely as security for the performance of an obligation, shall be a full or partial Shareholder of the Corporation, as the case may be based on the form of ownership of a Lot. A Shareholder shall be appurtenant to and may not be separated from the ownership of any Lot located in the Bridgetower Subdivision.

ARTICLE VIII VOTING RIGHTS

A. The Corporation shall have one (1) class of voting membership. Each Lot shall entitle the owner or owners, as the case may be, of said Lot to one (1) vote.

ARTICLE IX BOARD OF DIRECTORS

A. The affairs of the Corporation shall be managed by its Board of Directors (the “Board”). The Board shall consist of three (3) directors (the “Directors”), who, shall be Shareholders of the Corporation. The number of Directors may be changed from time to time upon unanimous consent of the then current Directors, subject to the limitations of Idaho Code 30-30-603. The names and addresses of the persons who are to act in the capacity of Directors until new Directors are elected are as follows:

NAME

Steve Strickland
Joe Gruber
Jeff Wolff

ADDRESS

4454 N. Station Dr. Meridian 83646
2373 W. Astonte Dr. Meridian 83646
2601 W. Crossland dr. Meridian 83646

A. The initial directors named in the Articles shall serve until the first day of the calendar month following the date of adjournment of the first annual meeting. Therefore, the term of office for directors shall begin on the first day of the calendar month following the date of adjournment of the annual meeting at which they are elected (the “Initial Term”). The normal term of office for Directors shall be for three (3) years and until their successors are elected and take office.

B. After the Initial Term, the term of office for the Directors shall begin on the first day of the calendar month following the date of adjournment of the annual meeting at which they are elected. The normal term for Directors will be for three (3) years and until their successors are elected and take office. However, to provide for staggered terms, at the first annual meeting after the Initial Term, one (1) Director shall be elected for one (1) year, one (1) Director shall be elected for two (2) years, and the final director shall be elected for three (3) years.¹

C. A Director of the Corporation shall not be personally liable to the Corporation or its Shareholders for monetary damage for breach of fiduciary duty as a Director, except for liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or for any transaction from which the Director derives an improper personal Benefit. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Act. Any repeal or modification of this Article IX by the Shareholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

¹ Unless the directors elected agree otherwise, at the first annual meeting the director with the most votes shall be elected for three (3) years, the director with the least votes shall be elected for one (1) year, and the remaining director shall be elected for two (2) years. Thereafter, each director shall be elected for three (3) as set forth herein.

ARTICLE X ASSESSMENTS

A. Each Shareholder shall be liable for the payment of Assessments provided for in the Covenants and as otherwise set forth in the Bylaws of the Corporation, subject to Idaho Code 55-115.

ARTICLE XI DISTRIBUTION ON DISSOLUTION

A. The Corporation shall only be dissolved at a regular meeting, or a special meeting of the Corporation called for that purpose, by the affirmative votes of all the Shareholders of the Corporation. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the real property and other assets of the Corporation shall be distributed as follows: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created; or (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

B. Upon dissolution of the Corporation, the Board of Directors shall pay or make provision for the payment of all liabilities of the Corporation. Any assets not distributed pursuant to Article XI(A) above shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XII AMENDMENTS TO ARTICLES

A. Amendment of these Articles may be made at any regular meeting, or any special meeting called for that purpose, or by written resolutions of the Shareholders of the Corporation, by the affirmative votes of at least seventy-five percent (75%) of the total voting power of the Corporation's Shareholders. No amendment which is inconsistent with the provisions of the Declaration or Idaho Code §30-30-603 or §55-115 shall be valid.

ARTICLE XIII BYLAWS

A. Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Corporation's Board of Directors, the officers, employees, and agents of the Corporation, and the Shareholders payment of Assessments, the Board of Directors of the Corporation shall be authorized to adopt amendments the Corporation's Bylaws, at a properly noticed special or regular meeting of the Board of Directors and shall be ratified and approved with an affirmative vote of at least seventy-five percent (75%) of the total voting power of the Corporation's Shareholders or as otherwise set forth in the Bylaws.

B. Neither these Articles nor the Bylaws of the corporation shall be amended or otherwise changed or interpreted to be inconsistent with the Bridgetower Covenants.

[Incorporator Signatures on Following Pages]

The undersigned incorporator of Bridgetower Homeowner's Association, Inc., a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopts the following ~~Amended and En Restated~~ Articles of Incorporation:

Incorporator

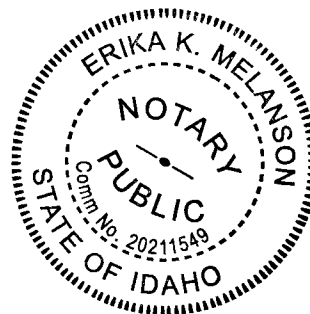
By: Jeffrey T. Wolff
Name: JEFFREY T. WOLFF
Date: 21 Feb 2023
Address: 2661 W Crossland Dr
Meridian, ID 83646

STATE OF IDAHO)
County of Ada) ss.

On this 21, day of Feb., 2023, before me, a Notary Public in and for the State of Idaho, personally appeared Erika Melanson, known or identified to me to be a Shareholder of Bridgetower Homeowner's Association, Inc, an Idaho nonprofit corporation and who subscribed said name to the foregoing instrument, and acknowledged to me that he executed the same in said company name.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

E Melanson
Notary Public for Idaho
Residing at: Meridian, ID
My commission expires: 04/02/27



The undersigned incorporator of Bridgetower Homeowner's Association, Inc., a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopts the following ~~Amended and Restated~~ Articles of Incorporation:

Incorporator

By: [Signature]
Name: Steve Strickland
Date: 2-21-23
Address: 4454 N. Station Ave
Meridian, Id. 83646

STATE OF IDAHO)
County of Ada) ss.

On this 21, day of Feb 2023 before me, a Notary Public in and for the State of Idaho, personally appeared Erika Melanson known or identified to me to be a Shareholder of Bridgetower Homeowner's Association, Inc, an Idaho nonprofit corporation and who subscribed said name to the foregoing instrument, and acknowledged to me that he executed the same in said company name.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

[Signature]
Notary Public for Idaho
Residing at: Meridian ID
My commission expires: 04/02/27



P0763-7085 02/22/2023 11:05 AM Received by Office of the Idaho Secretary of State

The undersigned incorporator of Bridgetower Homeowner's Association, Inc., a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopts the following ~~Amended and Restated~~ *Em* Articles of Incorporation:

Incorporator

By: 

Name: *Joe Genser*

Date: *2/21/23*

Address: *2373 W Astor Dr.
Meridian, ID 83646*

STATE OF IDAHO)
) ss.
County of *Ada*)

On this 21, day of Feb. 2023, before me, a Notary Public in and for the State of Idaho, personally appeared *Erika Melanson*, known or identified to me to be a Shareholder of Bridgetower Homeowner's Association, Inc, an Idaho nonprofit corporation and who subscribed said name to the foregoing instrument, and acknowledged to me that he executed the same in said company name.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

E Melanson

Notary Public for Idaho

Residing at: *Meridian, ID*

My commission expires: *04/02/27*

