

B1003-5656 05/30/2025 4:42 PM Received by Office of the Idaho Secretary of State

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File #: 0006290694

Date Filed: 5/30/2025 4:42:00 PM

**ARTICLES OF INCORPORATION
OF
UPTOWN EIGHT CONDOMINIUM OWNERS ASSOCIATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Idaho in compliance with the Idaho Nonprofit Corporation Act (Title 30, Chapter 30, Idaho Code), does hereby certify, declare, and adopt these Articles of Incorporation of the Uptown Eight Condominium Owners Association, Inc. (“**Articles**”):

**ARTICLE I
NAME**

The name of the corporation is the Uptown Eight Condominium Owners Association, Inc. (the “**Association**”).

**ARTICLE II
TERM**

The period of existence and duration of the life of the Association is perpetual.

**ARTICLE III
NONPROFIT**

The Association is a nonprofit, membership corporation.

**ARTICLE IV
REGISTERED AGENT**

Kevin Raymes is hereby appointed as the initial registered agent of the Association. His physical mailing address of 7761 W. Riverside Drive, Suite 100, Boise, ID 83714, is designated as the official address of the Association.

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

The purpose of the Association is to be the homeowner’s association for the Uptown Eight Condominiums pursuant to the Homeowner’s Association Act (Idaho Code, Title 55, Chapter 32), to be the “management body” of the Project in accordance with the Condominium Act (Idaho Code, Title 55, Chapter 15), and as set forth in the Condominium Declaration for the Uptown Eight Condominiums as the same shall hereinafter be recorded in the real property records of Ada County, Idaho, and as may be amended from time to time according to its terms (the “**Declaration**”). The Declaration is incorporated by this reference as if fully set forth herein. Capitalized terms used and not defined in these Articles have the meanings set forth in the Declaration. The Association does not contemplate pecuniary gain or profit to the Members.

ARTICLE VI
MEMBERSHIP AND VOTING RIGHTS

Every Owner of a Unit within in the Project shall be a Member of the Association and shall have one membership for each Unit in the Project owned by such Owner, as more fully set forth in the Bylaws and the Declaration. The Association will have two (2) classes of membership as follows:

6.1 Class A Members. “**Class A Members**” will be the Owners of the Units, with the exception of the Developer for so long as the Class B Member exists. Upon the Class B Member Termination Date (defined below), at all meetings of the Association each Member will be entitled to one (1) vote for each Unit owned by such Member. Prior to the Class B Member Termination Date (defined below), Class A Members are not entitled to vote.

6.2 Class B Member. The “**Class B Member**” is Developer, who shall be the sole voting Member of the Association entitled to vote the collective voting power of the Association from the period commencing on the Effective Date and expiring on the Class B Member Termination Date (the “**Initial Development Period**”). The Class B Member shall cease to exist upon the earlier to occur of the following: (a) Developer no longer owns any Units within the Project; or (b) Developer informs the Board, in a writing recorded in the real property records of Ada County, Idaho, that Developer no longer wishes to exercise its rights as the Class B Member (as applicable, the “**Class B Member Termination Date**”).

ARTICLE VII
BOARD OF DIRECTORS

The business and affairs of the Association are managed and controlled by the Board of Directors (the “**Board**”). The Board will consist of not less than three (3) directors and no more than five (5) directors. Directors need not be Owners. The names and addresses of the persons who are to act in the capacity of initial directors until the selection of their respective successors are as follows:

Kevin Raymes	7761 W. Riverside Dr., Suite 100 Boise, ID 83714
Carl Argon	7761 W. Riverside Dr., Suite 100 Boise, ID 83714
Dustin Nicholas	7761 W. Riverside Dr., Suite 100 Boise, ID 83714

ARTICLE VIII
BYLAWS

The internal affairs of the Association will be governed as set forth in the bylaws of the Association. The bylaws may be amended or replaced at any regular meeting, or any special meeting of the Association called for that purpose, by (a) the affirmative vote of members holding at least sixty-five percent (65%) of the total voting power of the Association, and (b) the consent of Class B Member during the Initial Development Period.

ARTICLE IX
DISSOLUTION

The Association will only be dissolved at an annual meeting, or a special meeting of the Association called for that purpose, by the affirmative votes of eighty-five percent (85%) or more of the total voting power of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the real and personal property of the Association will 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 to a nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE X
AMENDMENTS

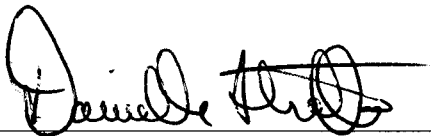
These Articles may be amended at any annual meeting, or any special meeting of the Association called for that purpose, by the affirmative vote of sixty-five percent (65%) or more of the total voting power of the Association. No amendment that is inconsistent with the provisions of the Declaration will be valid.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator of the Association is:

Danielle M. Strollo
601 W. Bannock Street
Boise, ID 83702

IN WITNESS WHEREOF, these Articles are executed effective this 30th day of May, 2025.



Danielle M. Strollo, Incorporator