

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
TOWN PLAZA  
SUB ASSOCIATION, INCORPORATED**

**08 JUN 30 AM 8:46**

**SECRETARY OF STATE  
STATE OF IDAHO**

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for HUNTSMAN SPRINGS MASTER ASSOCIATION, a subdivision project located in Teton County, Idaho (the "Property"), filed of record with the Clerk of Teton County, Idaho (as amended from time to time, the "Declaration"), provides for an Idaho non-profit corporation to administer certain common services and to perform other functions, and said sub association is now being incorporated as a non-profit corporation;

NOW, THEREFORE, the undersigned do hereby associate ourselves together for the purpose of forming a corporation under the Idaho Non-Profit Corporation Act and certify as follows:

**ARTICLE I**

**Name**

The name of the corporation shall be TOWN PLAZA SUB ASSOCIATION, INCORPORATED (the "Association").

**ARTICLE II**

**Non-Profit Corporation**

The corporation is a non-profit corporation.

**ARTICLE III**

**Duration**

The duration of this corporation shall be perpetual.

**ARTICLE IV**

**Purposes and Powers**

The Association does not contemplate pecuniary gain or profit to the members thereof. This is a mutual benefit corporation. The purposes for which it is formed are to own the common elements and to administer certain common services and to perform other functions, as the sub association in accordance with the Declaration.

The Association shall have all the powers accorded to it pursuant to the Declaration. In addition to such powers, the Association shall have any and all related and incidental powers, rights and privileges (including without limitation the power to hold title to property and to levy and collect assessments) which a corporation organized under the Idaho Non-Profit Corporation Act may now or hereafter have or exercise, but subject to any limitations on such powers set forth in the Declaration.

**IDAHO SECRETARY OF STATE  
06/30/2008 05:00  
CK: 6057 CT: 199972 BH: 1122750  
1 @ 30.00 = 30.00 INC NONP # 2**

*0179165*

## **ARTICLE V**

### **Membership**

The corporation shall be comprised of one class of members, which class shall be comprised of all persons, firms, partnerships, corporations and other entities meeting the qualifications for membership specified in the Bylaws adopted by the corporation and shall have all the right of membership designated therein. Evidence of membership shall be made by the corporation issuing a certificate of membership to each duly qualified member. The members of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation. The management of the corporation shall be vested in its Board of Directors and not in the members and the authority of said Board of Directors shall be as set forth in the Bylaws of the corporation.

## **ARTICLE VI**

### **Organization and Control**

The internal affairs of the Association shall be organized and controlled as follows:

- A. **Membership.** The Association will have members. Each Owner of a Lot or Unit (as such terms are defined in the Declaration) 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 a Lot or Unit which is subject to assessment by the Association.
- B. **Voting.** Any person, firm, corporation, trust or other legal entity or combination thereof, owning a Lot or Unit as determined by the records of the Management Committee referred to below, shall be entitled, either in person or by proxy, to vote as provided in the Declaration.
- C. **Board of Directors.** The affairs of the Association shall be managed by a Board of Directors, which is referred to herein as the "Executive Board" or the "Board". The powers of the Executive Board shall include, without limitation thereto, all those powers as granted in the Declaration. The initial number of Board members is at least (3) individuals, as set forth in Article VIII below, and may be changed from time to time as provided in the Declaration.

## **ARTICLE VII**

### **Registered Office and Agent**

The address of this corporation's initial registered office and the name of its original registered agent at such address is Sean R. Moulton, 60 E. Wallace, P.O. Box 631, Driggs, Idaho 83422.

**ARTICLE VIII**  
**Directors**

The number of directors constituting the initial Board of Directors of the corporation is three (3). The names and addresses of the persons who are to serve as initial directors are as follows:

William Reed	97 N Hwy 33 Driggs, ID 83422
Mitch Felchle	97 N Hwy 33 Driggs, ID 83422
Todd Woolstenhulme	97 N Hwy 33 Driggs, ID 83422

**ARTICLE IX**  
**Incorporators**

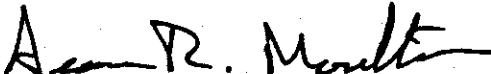
The names and addresses of the persons forming this corporation are as follows:

Sean R. Moulton	60 E. Wallace, P.O. Box 631, Driggs, ID 83422
-----------------	---

**ARTICLE X**  
**Distribution on Dissolution**

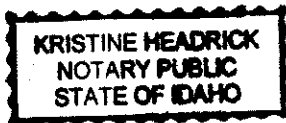
The distribution of assets on dissolution will be to its members pro-rata.

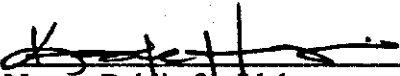
These articles of incorporation have been executed on this 23 day of June, 2008.

  
Sean R. Moulton, Incorporator

STATE OF IDAHO                    )  
  : ss.  
County of Teton                    )

On this 23 day of June, in the year of 2008, before me, a Notary Public in and for said State, personally appeared Sean R. Moulton, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.



  
Notary Public for Idaho  
Residing at: TETON COUNTY, ID  
My Commission expires: 2/2/2014