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**ARTICLES OF INCORPORATION FOR
UNION SQUARE COMMERCIAL ASSOCIATION, INC.****SECRETARY OF STATE
STATE OF IDAHO**

The undersigned, in compliance with the requirements of the Idaho Code, has this day formed a corporation not for profit and does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is the Union Square Commercial Association, Inc., hereafter called the "Association."

**ARTICLE II
REGISTERED OFFICE**

The registered office of the Association is located at 9839 W. Cable Car Street, Suite 101, Boise, Idaho 83709.

**ARTICLE III
REGISTERED AGENT**

David LaBrie is hereby appointed the registered agent of this Association.

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

This Association is a nonprofit corporation. The general purposes for which it is formed are to provide for maintenance, preservation and control of the common area within that certain tract of property commonly known as the Union Square Subdivision No. 2, according to the plat and records of survey thereof, recorded in the official records of Ada County, Idaho, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, hereinafter called the "Property", and to promote the health, safety and welfare of the owners and tenants within the Property. Without limiting the power and authority of the Association, the Association may take any of the following actions in furthering its purposes:

- (a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Union Square Subdivision No. 2, including any Supplemental Declarations thereto, hereinafter collectively called the "Declaration," applicable to the Property and recorded in the official records of Ada County, Idaho, and as the same may be amended from time to time;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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 governmental 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) participate in mergers and/or consolidations with other nonprofit corporations organized

for the same purposes or annex additional property and common area, provided that any such merger, consolidation or annexation shall be in conformance with the terms of the Declaration;

(e) 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.

ARTICLE V MEMBERSHIP

Declarant and every Owner of a Lot or Parcel within the Property shall be a Member in the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Parcel.

ARTICLE VI VOTING RIGHTS

The Association shall have two (2) classes of voting memberships:

Class A. Class A Members shall be all Owners and shall be entitled to one vote for each Lot or Parcel owned. When more than one Person holds an interest in any Lot or Parcel, all such Persons shall be Members. The vote for such Lot or Parcel shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot or Parcel.

Class B. The Class B Member shall be the Declarant and shall be entitled to five (5) votes for each Lot and Parcel owned. The Class B membership shall cease when, and if, Declarant has sold all Lots and Parcels within the Property.

Additional voting and voting rights may be further described and defined in the Declaration.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of three (3) directors. The number of directors may be changed by amendment of the Association's bylaws. The names and addresses of the persons who are to act in the capacity of the directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
John A. Laude, Sr.	9839 W. Cable Car Street Suite 101 Boise, Idaho 83709
David LaBrie	9839 W. Cable Car Street Suite 101 Boise, Idaho 83709
Shawn Brownlee	9839 W. Cable Car Street Suite 101 Boise, Idaho 83709

**ARTICLE VIII
DISSOLUTION**

The Association may be dissolved upon a vote of not less than two-thirds (2/3) of each class of Members. 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 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 nonprofit corporation, association, trust or other organization to be devoted exclusively to such similar purposes. No part of the monies, properties or assets of the Association, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or Member of the Association.

**ARTICLE IX
DURATION**

The Association shall exist perpetually.

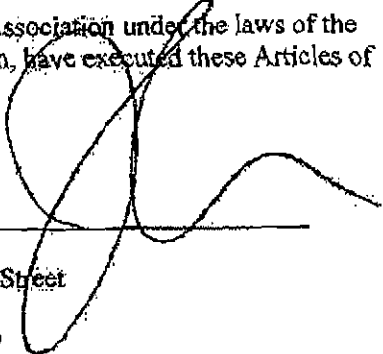
**ARTICLE X
AMENDMENTS**

Amendment of these Articles shall require the assent of not less than two-thirds (2/3) of each class of members.

**ARTICLE XI
DEFINITIONS**

All capitalized terms not otherwise defined herein shall have the same meaning as are ascribed to them in the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Idaho, I, the undersigned, the incorporator of this Association, have executed these Articles of Incorporation this 10 day of August, 2017.



John A. Laude, Sr.
9839 W. Cable Car Street
Suite 101
Boise, Idaho 83709

IDAHO SECRETARY OF STATE
08/11/2017 05:00

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