

FILED EFFECTIVE

ARTICLES OF INCORPORATION

2017 NOV 15 PM 1:10

OF

SECRETARY OF STATE
STATE OF IDAHO

WOODBIDGE SOUTH HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I - NAME

The name of the Corporation is Woodbridge South Homeowners Association, Inc.

ARTICLE II - NONPROFIT STATUS

The Corporation is a nonprofit membership corporation.

ARTICLE III - PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Post Falls, County of Kootenai, and in the State of Idaho. The address of the initial registered office is Eleven-Fourteen, Inc., and the name of the initial registered agent at this address is 608 Northwest Blvd., Ste. #300, Coeur d'Alene, ID 83814.

ARTICLE V - PURPOSES

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

A. The exercise of all the powers and privileges and the performance of all the duties and obligations of the Corporation as set forth in the Declaration of Covenants, Conditions and Restrictions for Woodbridge South Subdivision, to be recorded in the official records of Kootenai County, Idaho, (the "Declaration"), as amended from time to time.

B. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, subject only to limitations in the Bylaws and the Declaration and the amendments and supplements thereto.

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

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ARTICLE VI - LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 hereof. 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 - MEMBERS

Each person or entity holding fee simple interest of record to a Lot (as defined in the Declaration, excluding any Common Area) which is a part of the Woodbridge South Subdivision, and sellers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Lot located in the Woodbridge South Subdivision. Except for the Class B Member, there shall be one (1) membership in the Corporation for each Lot located in the Woodbridge South Subdivision. Members of the Corporation must be owners of Lots within the Woodbridge South Subdivision.

ARTICLE VIII - VOTING RIGHTS

The Corporation shall have two (2) classes of voting membership:

A. **Class A Members.** The Class A Members shall be owners of Building Lots within the Woodbridge South Subdivision, except for Grantor (as defined in the Declaration). The Class A Members shall be entitled to one (1) vote for each Lot owned by such Class A Members on the day of the vote.

B. **Class B Member.** Grantor shall be the Class B Member, and shall be entitled to ten (10) votes for each Lot, (but excluding any Common Area) owned by Grantor within the Woodbridge South Subdivision. The Class B Member shall cease to be a voting Member in the Corporation at the earlier to occur of the following:

- a. At such time as one hundred percent (100%) of all Lots located in Woodbridge South, have been deeded to owners other than the Grantor; or
- b. Ten (10) years from the Close of Sale of the first Lot sold in the Property; or
- c. Upon Grantor's written relinquishment of its Class B Membership.

ARTICLE IX - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
James R. Watson	101 Main St., Ste. A, Seal Beach, CA 90740
Robert McCone	101 Main St., Ste. A, Seal Beach, CA 90740
Jae Enos	2120 Northwest Blvd. Suite B, Coeur d'Alene, ID 83814

ARTICLE X - ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the Declaration and as otherwise set forth in the Bylaws of the Corporation.

ARTICLE XI - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(12) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed 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.

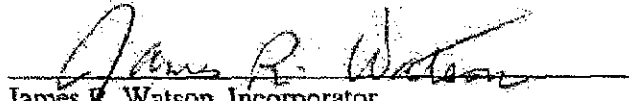
ARTICLE XII - INCORPORATOR

The name and street address of the incorporator is James R. Watson, 101 Main St., Ste. A, Seal Beach, CA 90740.

ARTICLE XIII - BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors. Neither these Articles nor the Bylaws of the corporation shall be amended or otherwise changed or interpreted to be inconsistent with the Woodbridge South Subdivision Declaration.

DATED this 14 day of November, 2017.


James R. Watson, Incorporator

[Attach California Notary Form]

ARTICLES OF INCORPORATION - 4
(C0183408; 2)

IDAHO SECRETARY OF STATE
11/15/2017 05:00
CK:15352748 CT:172099 BH:1612149
1@ 30.00 = 30.00 INC NONP #2
1@ 20.00 = 20.00 NON EXPEDI #3

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)

County of Orange)

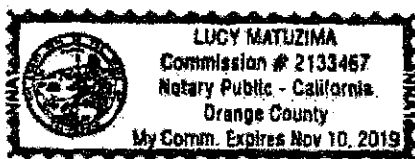
On November 14, 2017 before me, Lucy Matuzima, Notary Public,
Date (Here Insert Name and Title of the Officer)

personally appeared James R. Watson
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Lucy Matuzima
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: Articles of Incorporation Document Date: 11/14/17

Number of Pages: 5 Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: James R. Watson

- ☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Individual ☐ Attorney in Fact
☐ Trustee ☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: Woodbridge South Homeowners Association, Inc.

Signer's Name: _____

- ☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Individual ☐ Attorney in Fact
☐ Trustee ☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____