

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BUCKHORN ESTATES EAST HOMEOWNERS' ASSOCIATION, INC.**

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

For Office Use Only
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declare and adopt the
File #: 0004547497
Date Filed: 12/20/2021 1:26:00 PM

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation shall be Buckhorn Estates East Homeowners' 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, Eric Jacobsen, is 2303 W. Buckhorn Ct., Eagle, ID 83616 or such other place as may be determined by the Board of Directors. The mailing address for the correspondence of the registered agent is 2303 W. Buckhorn Ct., Eagle, ID 83616.

**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 Buckhorn Estates East 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**");

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(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**

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

**ARTICLE VIII
VOTING RIGHTS**

A. The Corporation shall have one (1) class of voting membership. Each Shareholder shall be entitled to one (1) vote for each Lot owned on the day of the vote.

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**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:

<u>NAME</u>	<u>ADDRESS</u>
Eric Jacobsen (President)	2303 W. Buckhorn Ct., Eagle, ID 83616
Melanie Boeck (Secretary)	2421 W. Buckhorn Ct., Eagle, ID 83616
Cheryl Christensen (Treasurer)	2125 W. Buckhorn Ct., Eagle, ID 83616

B. 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 normal term of office for Directors shall be for one (1) year and until their successors are elected and take office.

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.

**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

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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 of the Shareholders of the Corporation called for that purpose, by the affirmative votes of five-sevenths (5/7) 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 from five-sevenths (5/7) 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 Buckhorn Estates East Covenants.

[Incorporator Signatures on Following Pages]

B0652-9616 12/20/2021 1:26 PM Received by ID Secretary of State Lawrence Denney

Incorporator

B0652-9617 12/20/2021 5:26 PM Received by ID Secretary of State Lawrence Denney

Incorporator

By: Cheryl A. Christensen
Name: Cheryl A. Christensen
Date: 12-8-2021
Address: 2125 W. Buckhorn St.
Eagle, ID 83614

A circular notary seal for Erika K. Melanson, a Notary Public in the State of Idaho. The seal features the text "ERIKA K. MELANSON" at the top, "NOTARY PUBLIC" in the center, and "STATE OF IDAHO" at the bottom. A small clock face is positioned between "NOTARY" and "PUBLIC". The commission number "Comm. No. 20211549" is written along the bottom inner edge of the seal.

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The undersigned incorporator of Buckhorn Estates East, a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopts the following Amended and Restated Articles of Incorporation:

Incorporator

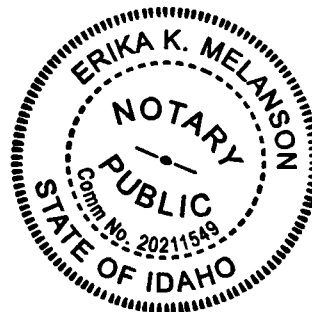
By: Melanie Boeck
Name: Melanie Boeck
Date: 12-8-2021
Address: 2421 W. Buckhorn Ct
Eagle, Idaho 83616

STATE OF IDAHO)
) ss.
County of Ada)

On this 8, day of Dec, 2021, before me, a Notary Public in and for the State of Idaho, personally appeared Melanie Boeck, known or identified to me to be a Shareholder of Buckhorn Estates East Homeowners 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.

Erika K. Melanson
Notary Public for Idaho
Residing at: Murder, ID
My commission expires: 04/02/27



B0652-9619 12/20/2021 1:26 PM Received by ID Secretary of State Lawrence Denney

Incorporator

Name:

Address: 2265 W. Buckhorn Ct.
Eagle, Idaho 83616

A circular notary seal for Erika K. Melanson. The outer ring contains the text "ERIKA K. MELANSON" at the top and "STATE OF IDAHO" at the bottom. The inner circle contains the text "NOTARY" at the top, "PUBLIC" at the bottom, and "Comm. No. 20211549" in the center. A horizontal line with a central dot separates "NOTARY" and "PUBLIC".