

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

2014 JUL -1 PM 2: 23

**OF**

SECRETARY OF STATE  
STATE OF IDAHO

**SOUTHCREEK HOMEOWNERS MASTER ASSOCIATION, INC.**

The undersigned, acting as incorporator for the purpose of forming a non-profit corporation under the laws of the State of Idaho in compliance with the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I - NAME & MAILING ADDRESS**

The name of the Corporation is Southcreek Homeowners Master Association, Inc. (the "Association"). The mailing address for the Association shall be P.O. Box 1939, Eagle, ID 83616.

**ARTICLE II - NONPROFIT STATUS**

The Association is a nonprofit membership corporation.

**ARTICLE III - PERIOD OF DURATION**

The period of duration of the Association is perpetual.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The of the initial registered office of the Association is 607 W. Sherington Drive, Eagle, ID 83616, and the name of the initial registered agent at this address is Don Newell.

**ARTICLE V - PURPOSES**

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

A. To provide for maintenance, preservation and architectural control of the residence lots, common area and maintenance area within that certain tract of property known as the Southcreek Subdivision, according to the plat(s) thereof filed in the official records of Ada County, Idaho and any additions thereto as may be hereafter brought within the jurisdiction of the Association (the "Property"), and to promote the health, safety, and welfare of the residents within the Property.

B. To exercise of all the powers and privileges and to perform of all the duties and obligations of the "Master Association" as set forth in the *Master Declaration of Covenants, Conditions and Restrictions for Southcreek Subdivision* applicable to the Property, recorded in the official records of Ada County as Instrument No. 114047376 (the "Declaration"), as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

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C. 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.

D. 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 Association 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.

#### **ARTICLE VI - MEMBERSHIP**

Each person or entity holding fee simple interest of record to a Building Lot (as defined in the Declaration) within Southcreek 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 Association. Membership shall be appurtenant to and may not be separated from ownership of any Building Lot located in the Southcreek Subdivision. Except for the Class B Member, there shall be one (1) membership in the Association for each Building Lot located in the Southcreek Subdivision. Members of the Association must be owners of Building Lots within the Southcreek Subdivision.

#### **ARTICLE VII - VOTING RIGHTS**

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

A. **Class A Members.** Owners other than Grantor (as defined in the Declaration) shall be known as Class A Members. Class A Members shall be entitled to one (1) vote for each Building Lot owned by such Class A Member on the day of the vote.

B. **Class B Member.** Grantor shall be the Class B Member, and shall be entitled to six (6) votes for each Building Lot owned by Grantor until termination of the Class B Member's voting rights as such date is defined in Section 5.3.2 of the Declaration. Upon termination of the Class B Member's voting rights, Grantor shall become a Class A Member.

#### **ARTICLE VIII - BOARD OF DIRECTORS**

The affairs of the Association 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 Association'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 Association.

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

NAME

ADDRESS

Don Newell

P.O. Box 1939, Eagle, ID 83616

Matt Drown

P.O. Box 1939, Eagle, ID 83616

Craig Hammett

P.O. Box 1939, Eagle, ID 83616

#### **ARTICLE IX - 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 Association.

#### **ARTICLE X - DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, distribute all the assets of the Association to an appropriate public agency or non-profit corporation to be used for purposes consistent with those for which this Association is created as determined by the Board of Directors. No such distribution shall be made to a private entity which does not at the time qualify as an exempt organization under Section 501(c) of the Internal Revenue Code of 1986, as amended from time to time. No part of the assets of the Association shall, upon dissolution, inure to the benefit of any private person or individual or member of the Association. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Association is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Association.

#### **ARTICLE XI - INCORPORATOR**

The name and street address of the incorporator is Don Newell, P.O. Box 1939, Eagle, ID 83616.

#### **ARTICLE XII - BYLAWS**

Provisions for the regulation of the internal affairs of the Association shall be set forth in the Bylaws. The Board of Directors of the Association shall be authorized to amend the Association'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 Declaration.

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

DATED this 17<sup>th</sup> day of June, 2014.

IDAHO SECRETARY OF STATE

07/01/2014 05:00

SK:1113 CT:256510 BH:1431555

By: Don Newell, Incorporator 10.00.00 = 30.00 INC NONP #2