



STATEMENT OF CONVERSION

Pursuant to § 30-22-405, Idaho Code

Base Filing fee: \$30.00 + \$20.00 for manual processing (form must be filed)

For Office Use Only

-FILED-

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Note: Conversion documents are complex. Please seek appropriate legal and/or financial advice before making this important business decision.

1. CONVERTING ENTITY:

Name: Avimor Road Maintenance Association, Inc

Jurisdiction: Idaho

Type: General Corporation
(Corporation, Limited Liability Company, Limited Partnership, etc...)

This is a domestic entity, and this plan of conversion was approved in accordance with § 30-22-403, Idaho Code.

This is a foreign entity, and this plan of conversion was approved in accordance with the law of its jurisdiction of formation.

2. CONVERTED ENTITY:

Name: Avimor Road Maintenance Association, Inc.

Jurisdiction: Idaho

Type: non-profit Corporation
(Corporation, Limited Liability Company, Limited Partnership, etc...)

- ☒ a. If this is a **domestic** entity or domestic limited liability partnership, please attach a copy of the entity's public organic record, or statement of qualification.
- ☐ b. If this is a **foreign** entity please designate a registered agent in the space provided:

(Registered Agent Name & Physical Address)

3. EFFECTIVE DATE OF CONVERSION:

- ☒ Effective upon filing ☐ Effective on future date: _____
(Enter date -- not more than 90 days in the future)

Printed Name: Dan Richter

Capacity: Incorporator (Director)

Signature: [Signature]

Secretary of State use only

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**ARTICLES OF INCORPORATION
OF
THE AVIMOR ROAD MAINTENANCE ASSOCIATION, INC.**

KNOWN ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Idaho in compliance with the Idaho Nonprofit Corporations Act (Title 30, Chapter 30, Idaho Code), does hereby certify, declare, and adopt the following Articles of Incorporation (“**Articles**”):

**ARTICLE I
NAME**

The name of the corporation is The Avimor Road Maintenance Association, Inc. (the “**ARMA**”).

**ARTICLE II
TERM**

The period of existence and duration of the life of the ARMA is perpetual.

**ARTICLE III
NONPROFIT**

The ARMA is a nonprofit, membership corporation.

**ARTICLE IV
REGISTERED AGENT**

The ARMA’s initial registered agent shall be Dan Richter, whose address is 5963 W Avimor Drive, Ste. 200, Eagle, Idaho 83714. The Board may change the registered agent from time to time in the Board’s discretion.

**ARTICLE V
PURPOSE AND POWERS OF THE ARMA**

The ARMA is formed to exercise all powers and privileges, and to perform all of the duties and obligations, of the ARMA as set forth in that certain Supplement No. 13 to Community Charter for the Residential Community at Avimor (Avimor Road Maintenance Association), as the same is now or hereinafter recorded in the official records of Boise County, Idaho, and as the same may be amended, restated, and supplemented from time to time according to its terms (the “**Supplement**”). The Supplement is incorporated by this reference as if fully set forth herein. Capitalized terms used and not defined in these Articles have the meanings set forth in the Supplement (including defined terms in the Charter and Commercial Charter incorporated into to the Supplement). The ARMA does not contemplate pecuniary gain or profit to the Members.

ARTICLE VI MEMBERSHIP & VOTING RIGHTS

During the existence of the ARMA, each Owner within the Maintenance Area by virtue of: (i) owning a Unit or Lot within the Maintenance Area; and (ii) either being: (a) an Owner of a Unit within the Residential Community; or (b) an Owner of a Lot that is a Commercial Property (as defined in the Commercial Charter) shall be a member of ARMA for so long as such ownership is maintained. No Owner will have more than one (1) membership in the ARMA for each Lot or Unit owned by such Member. When more than one (1) Person holds an ownership interest in any Lot or Unit, all such Persons will be Members; provided, however, the vote for such Lot or Unit with common ownership will be exercised as the Owners of such Lot or Unit determine. The ARMA shall have two (2) classes of memberships as follows:

(a) Owner Members. “**Owner Members**” will be the Owners of Lots or Units within the Maintenance Area as described above. During the Founder Control Period, Owner Members are not entitled to vote. At all meetings of the ARMA after the Founder Control Period has expired, each Member will be entitled to one (1) vote per Unit.

(b) Founder Member. The “**Founder Member**” is the Founder under the Charter, who will be the sole voting Member of the ARMA entitled to vote the collective and total voting power of the ARMA from the Effective Date through and including the expiration of the Founder Control Period (as defined in the Charter).

ARTICLE VII BOARD OF DIRECTORS

The business and affairs of the ARMA are managed and controlled by the Board of Directors of the Avimor Road Maintenance Association, Inc. (the “**ARMA Board**”). The ARMA Board will be composed of three (3) directors, five (5) directors, or seven (7) directors as detailed in the Bylaws of Avimor Road Maintenance Association, Inc. (the “**Bylaws**”).

Board of Directors at 5963 W Avimor Dr Ste 200, Eagle ID 83714
Brad Pfannmuller
Sarah Martz
Curt Mardock

ARTICLE VIII DISSOLUTION

The ARMA will only be dissolved upon an Event of Dissolution or at a regular meeting, or a special meeting of the Members called for that purpose, by the affirmative vote of at least eighty-five percent (85%) of the total voting power of the ARMA. Upon dissolution of the ARMA, other than incident to a merger or consolidation, the real and personal property of the ARMA will be distributed as follows: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the ARMA was created; and/or (ii) granted, conveyed, and assigned to a nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. Notwithstanding any other provisions of these Articles, the ARMA will not carry on any other activities not permitted by any organization exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law).

ARTICLE IX AMENDMENTS

These Articles may be amended at any regular meeting, or any special meeting of the ARMA called for that purpose, by the affirmative vote of more than sixty-five percent (65%) of the total voting power of


the ARMA, subject to Founder's voting right during the Founder Control Period. No amendment that is inconsistent with the provisions of the Declaration will be valid.

ARTICLE X
INCORPORATOR

The name and address of the incorporator of the ARMA is:

Avimor Development, LLC
Attn: Dan Richter
5963 W Avimor Dr., Suite 200
Eagle, Idaho 83714

IN WITNESS WHEREOF, these Articles are executed effective as of July 11, 2024.


_____, Incorporator