

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

LANDOVER NEIGHBORHOOD ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of LANDOVER NEIGHBORHOOD ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 15, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By

*Valerie Flint*

JUL 15 4 17 PM '92  
SECRETARY OF STATE

# ARTICLES OF INCORPORATION

OF

## LANDOVER NEIGHBORHOOD ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being of full legal age and a citizen of the United States and of the State of Idaho, does hereby certify that the purpose of these Articles is to form a non-profit cooperative association or corporation under the laws of the State of Idaho pertaining thereto and the undersigned hereby adopts the following Articles of Incorporation:

### ARTICLE I

#### NAME

The name of the corporation is LANDOVER NEIGHBORHOOD ASSOCIATION, INC. (hereafter called the *Association*).

### ARTICLE II

#### REGISTERED OFFICE

The principal address and initial registered office of the Association is 2304 North Cole Road, Suite A, Boise, Idaho 83704.

### ARTICLE III

#### REGISTERED AGENT

J. Ramon Yorgason, whose address is 2304 North Cole Road, Suite A, Boise, Idaho 83704, is hereby appointed the initial registered agent of this Association.

## ARTICLE IV

### PURPOSES AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof and is formed specifically to provide for the maintenance, preservation, and architectural control of residential lots within the following described real properties, to-wit:

Landover Estates Subdivision as presently recorded or as hereafter amended, including any additions thereto approved and recorded with the Ada County Recorder's Office.

And further, to promote the health, safety, and welfare of the residents within the above-described properties and any additions thereto as may hereafter be brought within the jurisdiction of this Association for the purpose to:

4.1 Exercise all of the powers and privileges and to perform all of the duties and obligations of the Grantor as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, recorded in the office of the County Recorder of Ada County, Idaho, as Instrument No. 9244831, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

4.2 Fix, levy, and collect payment of dues, to pay 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 properties of the Association;

4.3 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;

4.4 Borrow money and, with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurring;

4.5 Dedicate, sell, or transfer all or part of any common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members agreeing to such dedication, sale, or transfer;

4.6 Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex such merger. Consolidation or annexation shall require the assent of two-thirds (2/3) of the members;

4.7 Have and exercise any and all powers, rights, and privileges which a corporation has organized under the Nonprofit Corporation Law of the State of Idaho, as now in existence or hereafter amended.

## **ARTICLE V**

### **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot is subject to Covenants of Record on the properties described herein, or hereafter annexed, and is eligible to be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to Covenants of Record.

## **ARTICLE VI**

### **VOTING RIGHTS**

The Association shall have one class of voting membership. Members shall all be owners who are paid up members of the Association and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all persons shall be members. The vote for such Lot shall be exercised as they determine but in no event shall more than one (1) vote be cast with respect to any Lot.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors consisting of three (3) directors who must also be members of the Association. The number of directors may be changed from time to time by amendment to the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors and who constitute the corporation's initial incorporators are:

**NAME****ADDRESS**

J. Ramon Yorgason

2304 North Cole Rd., Suite A  
Boise, Idaho 83704

Marilyn Yorgason

2304 North Cole Rd., Suite A  
Boise, Idaho 83704

Jim Titmus

2304 North Cole Rd., Suite A  
Boise, Idaho 83704

At the first annual meeting, the members shall elect three directors for a term of one year each, and three directors shall be elected at each annual meeting thereafter.

**ARTICLE VIII****DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by all of the members or upon a vote of a majority of members at a meeting called for the purpose of dissolving the Association. 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, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

**ARTICLE IX****DURATION**

The corporation shall exist perpetually.

**ARTICLE X**

**AMENDMENTS**

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

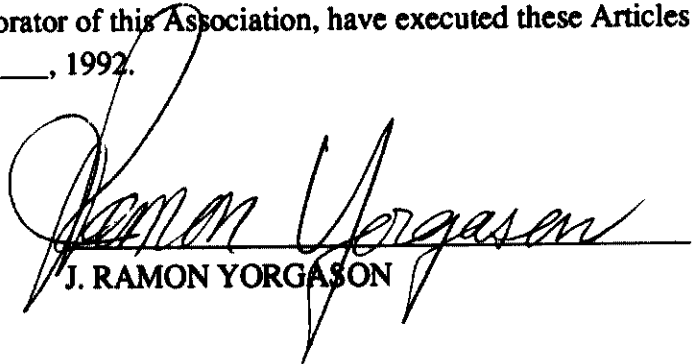
**ARTICLE XI**

**INCORPORATOR**

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

J. Ramon Yorgason  
2304 North Cole Rd., Suite A  
Boise, Idaho 83704

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 14 day of July, 1992.

  
J. RAMON YORGASON