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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

BRASSY COVE PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME: The name of the corporation shall be Brassy Cove Property Owners Association, Inc. This corporation is a nonprofit corporation.

ARTICLE 2. DURATION: The duration of this corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS: The purposes for which the corporation is organized are to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and any other activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. Without limiting the foregoing, it is expressly provided hereby that:

- (a) The corporation shall exercise all of the powers and privileges and perform all of the duties and obligations of the corporation as set forth in the Master Declaration of Covenants, Conditions and Restrictions for the Brassy Cove Subdivision, as the same has been amended and supplemented by the Amended and Supplemental Declaration of Covenants, Conditions and Restrictions of Brassy Cove Subdivision, both of which have been recorded or are to be recorded in the Office of the Canyon County Recorder, (hereinafter collectively referred to as the "Declaration"), as the same may be further amended from time to time as therein provided, said Declaration being incorporated herein as if set out at length.
- (b) The corporation shall fix, levy, collect and enforce payment by any lawful means, all charges or assessments, periodic or special, authorized to be made under the Declaration.

ARTICLE 4. MEMBERSHIP: Every person or entity who is a record owner of a fee or undivided fee interest in any Lot (as that term is defined in the Declaration) which is subject to the Declaration shall be a member of the corporation. 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 the Declaration.

ARTICLE 5. VOTING RIGHTS: After the expiration of the Declarant Control Period, as provided for in the Declaration, the corporation shall have two classes of voting membership:

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Class A: Class A members shall be all Owners, with the exception of the Declarant (as that term is defined in the Declaration), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot. Fractional votes shall not be allowed. The vote applicable to any said Lot being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise.

Class B: Class B member(s) shall be the Declarant who shall be entitled to six (6) votes for each Lot owned. The Class B membership shall be converted to Class A membership upon the latter of:

- A. When the Declarant expressly resigns its Class B membership; or
- B. At the first annual meeting of the members held after all Lots have had constructed thereon a multi-unit residential structure and certificates of occupancy have been issued for all such structures.

Until expiration of the Declarant Control Period, all voting rights in the corporation shall be exclusively vested in the Declarant.

ARTICLE 6. REGISTERED OFFICE AND AGENT: The address of the initial registered office of this corporation is 5908 Saguaro Hills, Meridian, ID 83646, and the name of its initial registered agent at such address is Douglas R. McMaster.

ARTICLE 7. DIRECTORS: The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify, or unless they resign or are removed, are:

Douglas R. McMaster	PO Box 1341, Eagle, ID 83616
Dave W. Turner	10248 Turner Drive, Middleton, ID 83644
Christopher G. Findlay	145 Horizon Drive, Boise, ID 83702

ARTICLE 8. INCORPORATOR: The name and address of the incorporator are as follows:

Christopher G. Findlay	145 Horizon Drive, Boise, ID 83702
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ARTICLE 9. AMENDMENT OF ARTICLES: These Articles may not be amended without at least 66-2/3% of the membership votes being cast in support of such amendment.

ARTICLE 10. DISSOLUTION: Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be dedicated to a public body or conveyed to a nonprofit

organization with similar purposes.

ARTICLE 11. LIMITATION OF LIABILITY: A director of this corporation shall not be personally liable to this corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Idaho Nonprofit Corporation Act (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 as so amended. Any repeal or modification of this Article 11 by the members 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.

EXECUTED this 29 day of March, 2011, by the undersigned incorporator.

A handwritten signature in black ink, appearing to read 'CFindlay', is written over a horizontal line.

Christopher G. Findlay