

**ARTICLES OF INCORPORATION  
OF  
REFLECTIONS EDGE HOMEOWNERS ASSOCIATION,**

For Office Use Only
<b>-FILED-</b>
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The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Idaho in compliance with the Idaho Nonprofit Corporation Act (Title 30, Chapter 30, Idaho Code, hereinafter the “**Act**”), do hereby certify, declare, and adopt these Articles of Incorporation of the Reflections Edge Homeowners Association, Inc. (“**Articles**”):

**ARTICLE 1            NAME**

The name of the corporation is Reflections Edge Homeowners Association, Inc. (the “**Association**”).

**ARTICLE 2            TERM**

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

**ARTICLE 3            NONPROFIT**

The Association is a nonprofit, membership corporation.

**ARTICLE 4            REGISTERED AGENT**

Keystone Idaho, LLC, whose street address is 2318 South Eagle Road, Meridian, Idaho 83642, is hereby appointed as the initial registered agent of the Association. The mailing address, which shall serve as the mailing address of the Association, is 2318 South Eagle Road, Meridian, Idaho 83642.

**ARTICLE 5            PURPOSE AND POWERS OF THE ASSOCIATION**

The purpose of the Association is to be the homeowner’s association for the Reflections Edge Community pursuant to the Homeowner’s Association Act (Idaho Code, Chapter 32, Title 55) and as set forth in the Declaration of Protective Covenants and Easements for the Reflections Edge Community recorded or to be recorded in the real property records of Canyon County, Idaho, as may be amended from time to time according to its terms (the “**Declaration**”). The Association will have all powers under applicable law and the Declaration, except as set forth in the Declaration. The Declaration 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 Declaration.

**ARTICLE 6            MEMBERSHIP & VOTING RIGHTS**

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

6.1     Regular Members. Each Owner, by virtue of being an Owner and for so long as the ownership is maintained, will be a regular member of the Association. No Owner will have more than one (1) membership in the Association for each Lot owned by the Owner. When more than one (1) person or entity holds an ownership interest in any Lot, all of them will be members. Memberships in the Association will be appurtenant to the Lot or other portion of the Property owned by the Owner. The memberships in the Association must not be transferred, pledged, assigned or alienated in any way except upon the transfer of Owner’s title and then only to the transferee of title. Any prohibited transfer or attempt to make a prohibited membership transfer will be void and will not be reflected on the books of the Association.

6.2 Developer Member. During the Development Period, Developer will be a special member of the Association with the sole voting power of the Association. Developer will cease to be a special member of the Association exist on expiration of the Development Period (but may continue as a regular member if Developer then owns any Lots).

## **ARTICLE 7                      BOARD OF DIRECTORS**

The business and affairs of the Association is managed and controlled by the Board of Directors (the “**Board**”). The Board will consist of not less than three (3) directors and no more than five (5) directors. Directors need not be Owners. The Bylaws of the Association, which are kept with the records of the Association, will govern number, qualification, rights and obligations of the directors. The names and addresses of the persons who are to act in the capacity of initial directors until the selection of their respective successors (pursuant to the Bylaws) are as follows:

Stan Katanic	c/o KB Homes 2199 N. Orchard Boise, Idaho 83706
Colin Smith	c/o KB Homes 2199 N. Orchard Boise, Idaho 83706
Sabrina Durtschi	c/o KB Homes 2199 N. Orchard Boise, Idaho 83706

Each member of the Association will be assessed as set forth in the Declaration. The Bylaws may govern additional matters related to the assessments provided that the additional matters are consistent with these Articles and the declaration. Assessments may be enforced in any manner permitted by applicable law, subject to the limitations of the Declaration.

## **ARTICLE 8                      BYLAWS**

The internal affairs of the Association will be governed as set forth in the Bylaws. The Bylaws may be amended or replaced at any regular meeting, or any special meeting of the Association called for that purpose, by (a) the affirmative vote of members holding at least sixty-five percent (65%) of the total voting power of the Association, and (b) the consent of Developer, if Developer is then a special member of the Association.

## **ARTICLE 9                      DISSOLUTION**

The Association will only be dissolved, or merged with another nonprofit organization with purposes similar to those for which the Association was created, at an annual or special meeting of the Association called for that purpose, by the affirmative votes of eighty-five percent (85%) or more of the total voting power of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association will be distributed as follows: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created; or (ii) granted, conveyed, and assigned to a nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

## **ARTICLE 10                    LIMITATIONS**

Nothing in these Articles will authorize (or be deemed to authorize) the Association to (1) carry on any business for profit; (2) engage in activities for pecuniary gain or profit to its members; or (3) to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do. The Association will not carry on any activities that are 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 11                    AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles may be amended at any annual meeting, or any special meeting of the Association called for that purpose, by (a) the affirmative vote of sixty-five percent (65%) or more of the total voting power of the Association; and (b) the consent of the Developer (if Developer during the Development Period). No amendment that is inconsistent with the provisions of the Declaration will be valid.

#### **ARTICLE 12                    NONDISCRIMINATION**

The Association will not discriminate on the basis of race, color, religion (creed), sex, gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation or military status in any of its activities or operations.

#### **ARTICLE 13                    INCORPORATOR**

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

Sabrina Durtschi  
c/o KB Homes  
2199 N. Orchard  
Boise, Idaho 83706

EXECUTED effective as of the date these Articles are filed with the Idaho Secretary of State.

Sabrina Durtschi  
Sabrina Durtschi, Incorporator