

**ARTICLES OF INCORPORATION****OF****MAYFIELD SPRINGS EMERGENCY PROTECTION ASSOCIATION INC.***For Office Use Only***-FILED-**

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KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 30, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be Mayfield Springs Emergency Protection Association, Inc. (hereinafter, the "**Corporation**"). The principal office of the Corporation shall be located at c/o The Westpark Companies, 1861 S. Wells Ave., Suite 210, Meridian, Idaho 83642.

**ARTICLE II  
TERM**

The period of existence and duration of the life of this Corporation shall be perpetual.

**ARTICLE III  
NON-PROFIT**

This Corporation shall be a non-profit, membership corporation.

**ARTICLE IV  
REGISTERED AGENT**

The location and street address of the initial registered agent of this Corporation shall be 251 E. Front Street, Suite 310, Boise, Idaho 83702 and T. Hethe Clark is hereby appointed the initial registered agent of the Corporation.

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

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Corporation is formed is to provide fire and emergency services to (i) the Mayfield Springs Planned Community; and (ii) to the Building Lots and Common Areas located or to be located in Mayfield Springs Planned Community according to the plats thereof to be recorded in the official records of Elmore County, Idaho (the "**Subdivision**"), which Building Lots and Common Areas are a portion of the real property ("**Property**") covered by the Master Declaration of Covenants, Conditions, and Restrictions for Mayfield Springs Planned Community, recorded or to be recorded in the official records of Elmore County, Idaho (the "**Declaration**") (capitalized but undefined terms herein are as defined

in the Declaration); and to promote the health, safety and welfare of the residents within the Subdivision; and for this purpose to:

(A) Procure and maintain equipment as identified by the Board in connection with providing fire and emergency services;

(B) Educate subscribers and the public in fire-fighting techniques and methods of preventing fires;

(C) 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 Corporation under the limitations imposed by the Declaration;

(D) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(E) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in the Bylaws and the Declaration and the amendments and supplements thereto; provided, however, that the Corporation shall not have the power to institute, defend, intervene in, settle, or compromise proceedings in the name of any Owner or Member except in instances involving the administration of Common Area administered and/or owned by the Corporation.

No substantial part of the activities of the Corporation shall be to attempt to influence legislation, and the Corporation shall not participate in or attempt to influence legislation or participate in political campaigns on behalf of any candidate for public office or any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (as amended).

## **ARTICLE VI MEMBERSHIP**

Each person or entity holding fee simple interest of record to a Parcel that is a part of the Property or a fee simple interest of record to a Parcel which has been annexed into the Subdivision and made a part of the Property subject to the Declaration, 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 Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Parcel in the Subdivision.

The Corporation may issue membership certificates to each member, which certificates cannot be assigned but are instead appurtenant to the real property identified above. Any transfer of the real property shall result in an automatic transfer of the membership associated with such property. Except as set forth above, the Corporation shall be non-stock and no dividends or pecuniary profits shall be declared or paid to the Members of the Corporation.

## **ARTICLE VII VOTING RIGHTS**

The sole voting Member of the Corporation shall be Mayfield Springs Property Owners' Association, Inc., an Idaho nonprofit corporation (the "**Association**").

## **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of at least three (3) Directors, who need not be Members of the Corporation. The number of Directors may be changed by amendment of the Bylaws of the Corporation, but in no event shall the number be fewer than three (3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

President	Taylor Merrill c/o The Westpark Companies 1861 S. Wells Ave., Suite 210 Meridian, Idaho 83642
Vice President	Harlo Clark PO Box 104 Oakley, Idaho 83346
Secretary/Treasurer	Lawrence Squires c/o The Westpark Companies 1861 S. Wells Ave., Suite 210 Meridian, Idaho 83642

## **ARTICLE IX ASSESSMENTS**

Residents of the Mayfield Springs Planned Community shall be liable for the payment of Assessments, as provided for in the Bylaws of the Corporation and in the Fire Protection Services Agreement, as amended from time to time, between the Corporation and the Association.

## **ARTICLE X BYLAWS**

The Bylaws of this Corporation may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Board called for that purpose, by the affirmative votes of a majority of the Board.

## **ARTICLE XI DISSOLUTION**

The Corporation may be dissolved at any regular meeting, or any special meeting of the Corporation called for that purpose, by the unanimous vote of the Board. Upon dissolution of

the Corporation, other than incident to a merger or consolidation, the real property and other assets of the Corporation shall be: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created; or (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes. The determination of the liquidating distribution of the real property and other assets of the Corporation as provided above, shall be determined by vote of a majority of the Directors as part of the vote to dissolve the same.

In addition to the foregoing, in the event the Mayfield Springs Planned Community is incorporated as a municipality or is included within a fire district organized in accordance with Idaho Code, the Corporation shall be dissolved and the assets transferred to such municipality or fire district, as applicable.

## **ARTICLE XII AMENDMENTS**

The Bylaws may be amended by an instrument signed by the Directors only and attested by the Secretary of the Corporation. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the Corporation, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declaration.


## **ARTICLE XIII MEANING OF TERMS**

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration including, without limitation, "Articles", "Assessments", "Association," "Bylaws," "Common Area," "Developer," "Member," "Owner," "Parcel," and "Property."

## **ARTICLE XIV INCORPORATION**

T. Hethe Clark, 251 E. Front Street, Suite 310, P.O. Box 639, Boise, Idaho 83701, shall be the incorporator of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this November 14, 2024.

  
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T. Hethe Clark, Incorporator