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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
PALOMA RIDGE HOMEOWNERS ASSOCIATION, INC.**

The undersigned, acting in the capacities indicated below and on behalf of the Paloma Ridge Homeowners Association, Inc., an Idaho nonprofit corporation (the “**Association**”), hereby certify that, pursuant to Idaho Code § 30-30-703 and Idaho Code § 30-30-706, these Amended and Restated Articles of Incorporation (these “**Articles**”) were duly adopted by the Board of Directors and Members of the Association effective as of May 31, 2023. In accordance with Idaho Code § 30-30-706(9), these Articles replace and supersede the original articles of incorporation and all amendments to them.

ARTICLE 1 NAME

The name of the corporation is Paloma Ridge 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

Verity Property Management, Inc. is hereby appointed the initial registered agent of the Association. The street address of the initial registered agent’s office is 251 E. Front Street, Suite 203, Boise, ID 83702.

ARTICLE 5 PURPOSE AND POWERS OF THE ASSOCIATION

The purpose of the Association is to be the homeowner’s association for the Paloma Ridge Community pursuant to the Homeowner’s Association Act (Idaho Code, Title 55, Chapter 32) and as set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for the Paloma Ridge Community recorded (or to be recorded) in the real property records of Ada County, Idaho, as the same 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 AND VOTING RIGHTS

The Association will 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 membership in the Association for each Lot owned by the Owner. When more than one 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 in the Association's records.
- 6.2 **Developer.** 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 on expiration of the Development Period (but Developer 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 at three (3) directors and not more than five (5) directors. The bylaws 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:

William E. Stanton	c/o Verity Property Management 251 E. Front Street, Suite 203, Boise, ID 83702-7321
Scott Kerber	c/o Verity Property Management 251 E. Front Street, Suite 203, Boise, ID 83702-7321
Samantha Brown	c/o Verity Property Management 251 E. Front Street, Suite 203, Boise, ID 83702-7321

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 matter permitted by applicable law, subject to the limitations of Declaration.

ARTICLE 8 BYLAWS

The internal affairs of the Association will be governed as set forth in the bylaws of the Association. 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

- 9.1 The Association will only be dissolved, or merged with another nonprofit organization with purposes similar to those for which the Association was created, at any regular meeting, or a special meeting of the Association called for that purpose, by (a) the affirmative vote of members holding at least eighty-five percent (85%) of the total voting power of the Association; and (b) the consent of the Developer (if Developer is then the Development Member).
- 9.2 The City of Kuna, an Idaho municipal corporation, is hereby designated as a person whose approval is required to voluntarily dissolve the Association.
- 9.3 Upon dissolution of the Association (other than incident to a merger), the assets of the Association must be distributed as follows: (a) conveyed to an appropriate public agency to be used for purposes similar to those for which the Association was created; or (b) conveyed to a nonprofit corporation or other organization devoted to such similar purposes.

ARTICLE 10 LIMITATIONS

Nothing in these Articles will authorize (or be deemed to authorize) the Association to (1) to carry on any business for profit; (2) to 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 Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do. The Association will not carry on any activities that 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

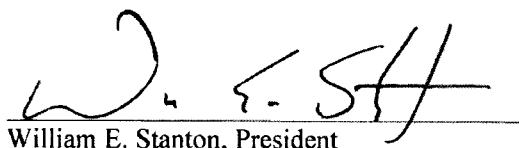
Amendment of these Articles may be made at any regular meeting, or any special meeting of the Association called for that purpose, by (a) the affirmative vote of members holding at least sixty-five percent (65%) of the total voting power of the Association; and (b) the consent of the Developer (if Developer is then the Development Member). No amendment which is inconsistent with 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 AUTHENTICATION

The undersigned, being the President and Secretary of the Association, hereby represent that the foregoing Articles were unanimously approved by the Board of Directors and Members of the Association effective as of May 31, 2023.

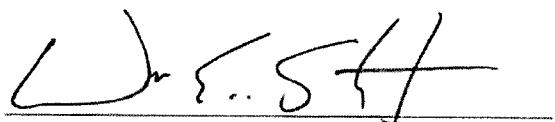


William E. Stanton, President



Samantha Brown, Secretary

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



William E. Stanton, Incorporator
Vice President, Toll Brothers Idaho
c/o Verity Property Management
251 E. Front Street, Suite 203
Boise, ID 83702-7321