

# *State of Idaho*

## **Department of State**

### **CERTIFICATE OF INCORPORATION OF**

**COTTONVIEW ESTATES PROPERTY OWNERS ASSOCIATION, INC.**  
**File number C 111564**

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 COTTONVIEW ESTATES PROPERTY OWNERS 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: August 2, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*L. D. Dumas*

AUG 2 9 00 AM '95

SECRETARY OF STATE  
STATE OF IDAHO

## ARTICLES OF INCORPORATION

OF

**COTTONVIEW ESTATES PROPERTY OWNERS ASSOCIATION, INC.**

(An Idaho Non-Profit Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, Richard T. St. Clair, William R. Dalling and Val Dean Dalling, Jr., all being persons of full age and citizens of the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit Idaho corporation, under and pursuant to the Non-profit Corporation Act, I.C. §30-3-1, et. seq., and that we do hereby make, acknowledge and declare the following to be our Articles of Incorporation.

### ARTICLE I.

#### Name.

The name of the corporation is:

**COTTONVIEW ESTATES PROPERTY OWNERS ASSOCIATION, INC.**

### ARTICLE II.

#### Non-Profit Corporation.

That this corporation is a non-profit corporation and no part of its income shall be distributed to its members, directors or officers as dividends or profits.

### ARTICLE III.

#### Duration.

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

IDAHO SECRETARY OF STATE

7/21/95 9:00:00 AM

Customer # 48142

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CORPORATION NON PROFIT

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ARTICLES OF INCORPORATION OF COTTONVIEW  
ESTATES PROPERTY

#### ARTICLE IV.

##### Registered Office.

The street address of the initial registered office and the name of its initial registered agent at such address is Richard T. St. Clair, 501 Park Avenue, Idaho Falls, Idaho 83402.

#### ARTICLE V.

##### Purposes.

The nature of the business and the object and purpose of this corporation shall be as follows:

- (a) To develop a community designed for safe, healthful and harmonious living.
- (b) To promote the collective and individual property interests and rights of all persons, firms and corporations owning property in Cottonview Estates Subdivision No. 1, Bonneville County, Idaho, according to the recorded plat thereof, on record in the office of the Recorder of Bonneville County, Idaho, and such other adjacent properties which might thereafter be developed.
- (c) To acquire and own real estate and personal property, including roadways, easements, wells, water rights, water and sewer main lines, pumps, pumping fixtures and equipment, franchises, and any other property item or effect that may become instrumental for the purposes of which the corporation is organized.
- (d) To supervise, manage, distribute, control and supply water for the members of the corporation, to acquire, maintain, control, expand, improve and repair roadways, water sources and water and sewer systems, and conduct all business necessary or instrumental to the same.
- (e) To assess and collect from its members all such dues, charges, and assessments as may be appropriate to further the purpose of the corporation.

(f) To cooperate with the owners of all vacant and unimproved lots and plots now existing or that hereafter shall exist in the tracts in keeping them in good order and condition, in preventing them from becoming a nuisance and a detriment to the beauty of the tracts and to the value of the improved property therein, and to take any action with reference to such vacant and unimproved lots and plots as may be necessary or desirable to keep them from becoming such nuisance and detriment.

(g) To aid and cooperate with the members of this corporation and all property owners in the subdivision in the enforcement of such condition, covenants and restrictions on and appurtenant to their property as are now in existence, as well as any other conditions, covenants and restrictions as shall hereafter be approved by the members of the corporation, and to counsel with the State, County or Municipal authorities having jurisdiction in relation to any zoning that may affect any portion of the subject property.

(h) To designate the membership, powers and duties of an Architectural Committee for interpretation and enforcement of the various recorded resolutions and limitations as to the construction, placement and maintenance of structures on lots within the subdivision.

(i) In general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents and owners of any portions of the Cottonview Estate Subdivision No. 1 and adjacent properties.

(j) To acquire, own or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objects, and to exercise all rights, powers and privileges of ownership to the same extent as natural persons might or could do.

(k) To arrange social and recreational functions for its members.

(l) To exercise any and all other powers that may be delegated to it from time to time by the owners of the real property in the Subdivision.

(m) This corporation shall not engage in political activity or pursue political purposes of any kind or character.

## ARTICLE VI.

### Membership.

Interest in this nonprofit corporation shall be evidenced by Certificates of Membership. Each owner of a property lot in the Cottonview Estates Subdivision No. 1 shall be eligible for membership in the corporation. Such membership shall at all times be identified with the owner of the property lot and no membership shall be subject to or conditional upon the approval of the Board of Directors or other members. There shall be one voting right for each property lot, whether owned in community, jointly or separately. Membership and continuation thereof shall be dependent upon the ownership of a property lot in the subdivision, and there shall be no expulsion of a member or cancellation of voting rights of such member so long as he is not delinquent in assessments, and is so qualified. Each member in good standing shall be entitled to vote in person or by proxy in writing, dated and signed by a member, provided however, no such proxy shall be valid beyond eleven (11) months after its execution, nor binding upon a transferee of a property lot from the person executing such proxy.

## ARTICLE VII.

### Dues and Assessments.

Each member shall be deemed to covenant and agree with each other and with the

corporation to pay dues and assessments made by the corporation for the purposes provided in these Articles of Incorporation. Dues and assessments shall be made and collected as to property lots owned by members as provided in the corporation By-Laws. Dues and assessments shall be levied at a uniform rate for all Lots within a specific category of Lots. The directors shall have the power to categorize Lots for different rates of assessment in the By-Laws of the Association. Unpaid dues and assessments, together with interest thereon, shall be secured by a lien on the property lot upon recordation of a Notice of Assessment whenever there is a delinquency in payment of the assessment. Such lien may be enforced by the corporation, after the failure of the member to pay such assessment, by sale of the property lot in the manner permitted by law. The amount of any dues and assessments against a property lot shall be the personal obligation of the member owning the property lot and suit for collection may be instituted by the corporation without foreclosure or waiver of the lien herein provided.

## ARTICLE VIII.

### By-Laws

By-Laws not inconsistent with the Articles of Incorporation may be adopted, altered, amended or repealed at any regular meeting of the members, or at any special meeting of the members of this corporation called for that purpose, by an affirmative vote of a majority of the members present at such meeting; provided, however, a quorum, which shall be the lesser of a majority of eligible votes or five (5) of the eligible votes shall be present through members and proxy.

## ARTICLE IX.

### Board of Directors.

(a) The number of Directors of the corporation shall be fixed by the By-Laws of the corporation, but shall not be less than three. The Directors shall be elected by the members at the annual meeting of members, as provided in the By-Laws of the corporation, to serve in accordance with the term of office established in such By-Laws.

(b) The number of Directors constituting the initial Board of Directors is Three (3) and the names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Richard T. St. Clair	501 Park Ave. Idaho Falls, ID 83402
William R. Dalling	501 Park Ave. Idaho Falls, ID 83402
Val Dean Dalling, Jr.	501 Park Ave. Idaho Falls, ID 83402

(c) Directors may take any action which they are required or permitted to take without a meeting on written consent, setting forth the actions so taken, signed by all the Directors entitled to vote thereon.

## ARTICLE X.

### Dissolution.

On dissolution of the corporation, its assets shall be distributed first to satisfy all outstanding indebtedness of the corporation, second to retirement of outstanding capital credits of its members on a pro rata basis, and last to its members on a pro rata basis.

ARTICLE XI.

Amendments.

The foregoing Articles of Incorporation may be changed only by an affirmative vote of three-fourths (3/4) of all eligible votes of its members.

ARTICLE XII.


Incorporators.


The names and post office addresses of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Address</u>
Richard T. St. Clair	501 Park Ave. Idaho Falls, ID 83402
William R. Dalling	501 Park Ave. Idaho Falls, ID 83402
Val Dean Dalling, Jr.	501 Park Ave. Idaho Falls, ID 83402

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 28th day of July, 1995.

  
Richard T. St. Clair

  
William R. Dalling

  
Val Dean Dalling, Jr.

STATE OF IDAHO                    )  
  ) ss.  
County of Bonneville            )

On this 28th day of July, 1995, before me, Michelle Cain, the undersigned, a Notary Public in and for the State of Idaho, personally appeared RICHARD T. ST. CLAIR, WILLIAM R. DALLING and VAL DEAN DALLING, JR., known to me to be partner(s) of PROFESSIONAL OFFICE PLAZA, and the partners who subscribed said partnership name to the foregoing instrument, and acknowledged to me that said partners executed the same in the partnership name.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)



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Notary Public for State of Idaho  
Residing at: Idaho Falls, Idaho  
My Commission Expires: August 1, 2000