

FILED EFFECTIVE

2018 SEP 13 PM 2:55

SECRETARY OF STATE
STATE OF IDAHO**ARTICLES OF INCORPORATION OF
SIXTH STREET HOTEL CONDOMINIUMS ASSOCIATION, INC.**

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 the SIXTH STREET HOTEL CONDOMINIUMS ASSOCIATION, INC. (the "Association").

**ARTICLE II
TERM**

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

**ARTICLE III
NON-PROFIT**

The Association shall be a non-profit, membership corporation.

**ARTICLE IV
REGISTERED AGENT**

The location and street address of the initial registered office of the Association shall be 106 N. 6th Street, Suite M-2, Boise, Idaho 83702, and Clay Carley is hereby appointed the initial registered agent of the Association.

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

The Association does not contemplate pecuniary gain or profit to the Members thereof, and the Association is formed to provide for certain regulation of the use of the condominium units (the "Units") located in the Sixth Street Hotel Condominiums project; to manage the Sixth Street Hotel Condominiums; and to promote the health, safety, and welfare of the Owners of the Sixth Street Hotel Condominiums project; including without limitation, the implementation of the following:

(A) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions for Sixth Street Hotel Condominiums (the "Declaration"), as amended from time to time as therein provided;

IDAHO SECRETARY OF STATE

09/13/2018 05:00

- 1 -

CK:PREPAID CT:39360 BH:1664064

1@ 30.00 = 30.00 INC NONP #2

1@ 20.00 = 20.00 EXPEDITE C #3

C219156

(B) Fix payment by any lawful means of all charges or Assessments pursuant to the terms of the Declaration, and all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(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 Association 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; and

(E) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Idaho Nonprofit Corporation Act, and as a managing body under the Idaho Condominium Property Act, may by law now or hereafter have or exercise, subject only to limitations contained in the Declaration and any amendments thereto, and the Bylaws of the Association ("Bylaws").

ARTICLE VI **MEMBERSHIP**

Every Owner holding fee simple interest of record, and buyers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, to any Unit in the Sixth Street Hotel Condominiums shall be a Member of the Association. Owners shall act through their authorized agents and officers as well as those authorized to do so as a result of their possession of an interest in the Owner. The Members shall only exercise their power consistent with the Declaration.

Membership shall be appurtenant to and may not be separated from ownership of any Unit within the Sixth Street Hotel Condominiums project.

ARTICLE VII **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors (collectively the "Board," individually "Directors") to carry out all of the powers and duties of the Association as set forth herein. The Board shall initially consist of four (4) Directors. The names and address of the persons who are to act in the capacity of the initial Directors until the appointment of their successors are as follows:

Jamie Esch	8333 Greenway Blvd., Middleton, WI 53562
Russ Young	8333 Greenway Blvd., Middleton, WI 53562
Dean Pape	106 N. 6 th St., Ste. M-2, Boise, ID 83702
Clay Carley	106 N. 6 th St., Ste. M-2, Boise, ID 83702

Upon recording of the Declaration four (4) Directors shall be appointed pursuant to Section 7.4 of the Declaration. The number of Directors shall be established pursuant to Section 7.4 of the

Declaration. All Directors shall be appointed pursuant to Section 7.4 of the Declaration. In the event of any amendment to Section 7.4 of the Declaration, the provisions of these Articles shall be deemed to be and shall thereafter be amended to be consistent with Section 7.4 of the Declaration. Section 7.4 of the Declaration shall at all times govern the number of Directors, as well as how Directors are appointed, elected, and replaced. All situations where there is a dispute between the Directors, or where the Directors are unable to unanimously act, shall be resolved pursuant to Article XII of the Declaration.

ARTICLE VIII **ASSESSMENTS**

Each Member shall be liable for the payment of Assessments pursuant to the Declaration and as set forth in the Bylaws.

ARTICLE IX **BYLAWS**

The Bylaws may from time to time and at any time be amended, altered, repealed, and new or additional Bylaws may be adopted by a unanimous vote of the Board; or by a unanimous vote of the Members, provided, however, that (i) the Board of Directors may not adopt a Bylaw or amendment hereto changing the authorized number of directors, or (ii) if the Members make, amend or repeal any Bylaw, the Board of Directors may not thereafter amend the same in such manner as to defeat or impair the object of the Members in taking such action. No amendment shall be contrary to the provisions of the Declaration. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Association's Board of Directors, the officers, employees and agents of the Association, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declaration.

ARTICLE X **DISSOLUTION**

The Association shall only be dissolved at a regular meeting, or a special meeting of the Association called for that purpose, by the unanimous vote of the Members, consistent with the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the real property and other assets of the Association shall be distributed as follows: (i) to the Members as tenants in common; or (ii) granted, conveyed and assigned a non-profit corporation, association, trust or other organization to be devoted to such similar purposes; or (iii)) dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities 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 XI **AMENDMENTS**

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Association called for that purpose, consistent with the requirements of Article VII and Article XII of the Declaration. No amendment which is inconsistent with the provisions of the Declaration shall be valid.

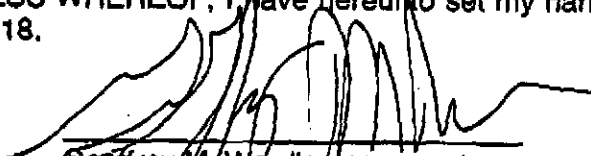
ARTICLE XII
MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are ascribed to such terms in the Declaration.

ARTICLE XIII
INCORPORATION

Geoffrey M. Wardle shall be the incorporator of the Association.

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective this 13th day of September, 2018.



Geoffrey M. Wardle, Incorporator
251 E. Front Street, Suite 200
Boise, Idaho 83702