

**FILED EFFECTIVE**

**AMENDED AND RESTATED**

IDAHO SECRETARY OF STATE

**ARTICLES OF INCORPORATION**

2015 APR -1 AM 8:37

04/01/2015 05:00

OF

CK:19246 CT:308391 BH:1468829

10 30.00 = 30.00 NON PROFIT A #2 TRAIL VIEW OWNERS ASSOCIATION, INC. now known as

**ALPINE VILLA OWNERS ASSOCIATION, INC.**

*An Idaho Nonprofit Corporation*

KNOW ALL PERSONS BY THESE PRESENTS that Ken Nelson, being over the age of eighteen (18) years, and for the purposes of amending and restating the Articles of Incorporation of Trail View Owners Association, Inc, now known as Alpine Villa Owners Association, Inc., a non-profit corporation under the Idaho Nonprofit Corporation Act, hereby certifies and adopts the following articles of incorporation in the place and stead of all of the prior Articles of Incorporation and the Articles of Amendment to the Articles of Incorporation heretofore filed with the Idaho Secretary of State.

**ARTICLE I. NAME**

The name of the corporation (hereinafter referred to as the "**Association**") is to be now known as Alpine Villa Owners Association, Inc. It was formerly known as the Trail View Owners Association, Inc.

**ARTICLE II. DURATION**

The duration of the Association shall be perpetual.

**ARTICLE III. NON-PROFIT**

The Association shall be a nonprofit, membership corporation.

**ARTICLE IV. PURPOSES AND POWERS**

The Association is not organized for profit, and no part of its gains or earnings shall inure to its members. The specific primary purposes for which the Association is formed is to serve as the management body, as defined in the Condominium Property Act, Idaho Code §§55-1501, *et. seq.*, for and to administer the residential condominium project known as Alpine Villa Townhouses, located in the City of Ketchum, County of Blaine, State of Idaho (hereinafter referred to as the "**Project**") and any additions thereto, and to promote the health, safety and welfare of the owners of condominiums in the Project. Any additions to the Project may be brought within the jurisdiction of the Association in accordance with the Association's Bylaws and any condominium declaration of the Project, as such declaration may be amended from time to time (collectively, the "**Declaration**").

In furtherance of the foregoing purposes, and subject to such conditions as may be required by applicable law, the Declaration, or the Association's Bylaws, the Association shall have the powers to:

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(a) Exercise all powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration, the Bylaws, and the Condominium Property Act, and/or other applicable law;

(b) Fix, levy, collect, and enforce assessments and fines in a fair and equitable fashion, and secure the payment of assessments and fines through liens upon real property as allowed under applicable law;

(c) Pay all expenses and obligations incurred by the Association in the conduct of its business including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Association's property;

(d) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, exchange, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

(e) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred; and

(f) 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 Declaration and the Association's Bylaws.

## **ARTICLE V. MEMBERSHIP**

Membership shall be appurtenant to and may not be separated from ownership of a Unit (as defined in the Declarations) of the Project. Every owner of a fee simple interest of record of any Unit of the Project and every seller under an executory contract of sale of any Unit in the Project shall be a member of the Association; provided, however, that any party having an interest in the Project or any portion thereof merely as security for the performance of an obligation shall not be a member of the Association.

## **ARTICLE VI. BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors (collectively, the "Board"). The Board shall consist of no fewer than three (3) persons, nor more than five (5) persons. The current names and addresses of the persons comprising the Board are:

- (1) James Clay  
P.O. Box 2962, Ketchum, ID 83340
- (2) Robert Korb II  
P.O. Box 2962, Ketchum, ID 83340
- (3) Joann Hopkins  
P.O. Box 2962, Ketchum, ID 83340

#### **ARTICLE VII. REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is: c/o Boulder Mountain Property Management, 12 E. Bullion Street Suite B-1, Hailey, Idaho 83333, and the name of the Association's registered agent at such address is: Sheri Thomas.

#### **ARTICLE VIII. ASSOCIATION'S BUSINESS ADDRESS**

The mailing address of the Association shall be: P.O. Box 2962, Ketchum, Idaho 83340.

#### **ARTICLE IX. ASSESSMENTS**

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

#### **ARTICLE X. DISSOLUTION**

The Association may be dissolved as provided by law. In the event of dissolution, liquidation, or winding up of the Association (collectively, "**Dissolution**"), none of the property or proceeds of the Association shall be distributed to or divided among any members of the Association or inure to the benefit of any individual. After all liabilities and obligations of the Association have been paid and discharged, all remaining property and assets of the Association shall be distributed as follows:

(a) Pursuant to a plan of distribution adopted as provided by the Idaho Nonprofit Corporation Act, as the same exists at the time of Dissolution; or

(b) If there is no appropriate plan of distribution, as a court of competent jurisdiction may direct; provided, however, that such property and assets shall be distributed only to: (i) one or more entities described in Section 501(c)(3) of the Internal Revenue Code, or (ii) an appropriate public agency to be used for purposes similar to those for which the Association was created.

#### **ARTICLE XI. NONPROFIT LIMITATIONS**

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE XII. AMENDMENT

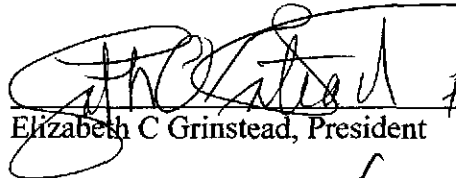
These Articles of Incorporation may be amended only by the vote or written assent of not less than two-thirds (2/3) of the Association Members entitled to vote.

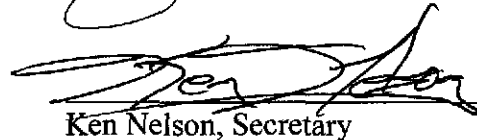
## ARTICLE XIII. MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein capitalized shall have the same meanings as defined in the Declarations.

IN WITNESS WHEREOF, the undersigned, the President and Secretary of the corporation have executed these Amended and Restated Articles of Incorporation this 12 day of February, 2015, and hereby certify that these Amended and Restated Articles of Incorporation as the articles of incorporation currently in effect.

Further, the undersigned, President and Secretary of the corporation, hereby certify that there are presently 26 Members in the Association entitled to cast one vote per Unit for a total number of eligible votes of 26, all of the same class. The total number of votes assenting to these Amended and Restated Articles of Incorporation was 21. Said assenting votes were equal to at least seventy-five percent (75%) of the total votes eligible to be cast, and said number was sufficient for approval by the Members pursuant to the Articles of Incorporation effective prior to the adoption of these Amended and Restated Articles of Incorporation.

 Pres.  
Elizabeth C Grinstead, President

 Sec.  
Ken Nelson, Secretary

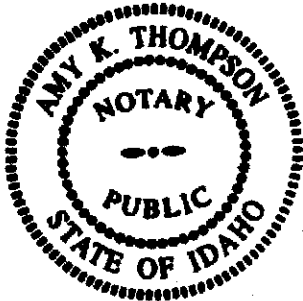
# INDIVIDUAL ACKNOWLEDGMENT

State/Commonwealth of Idaho }  
County of Blaine } ss.

On this the 12 day of February, 2015, before  
me, Amy K Thompson, the undersigned Notary  
Public, personally appeared Ken Nelson,  
Name(s) of Signer(s)

☒ personally known to me – OR –

☐ proved to me on the basis of satisfactory  
evidence



to be the person(s) whose name(s) is/are  
subscribed to the within instrument, and  
acknowledged to me that he/she/they  
executed the same for the purposes therein  
stated.

WITNESS my hand and official seal.

Amy K Thompson  
Signature of Notary Public

Amy K Thompson Bellevue ID  
Other Required Information (Printed Name of Notary, Residence, etc.)

Place Notary Seal and/or Any Stamp Above

## OPTIONAL

*Although the information in this section is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

### Description of Attached Document

Title or Type of Document: Amended/Revised Articles

Document Date: 2/12/15 Number of Pages: 4

Signer(s) Other Than Named Above: Elizabeth C. Gonsky

Right Thumbprint  
of Signer

Top of thumb here

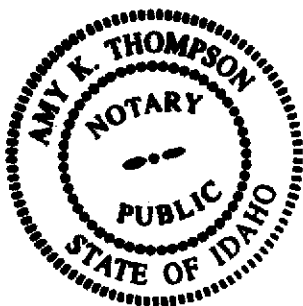
## INDIVIDUAL ACKNOWLEDGMENT

State/Commonwealth of Idaho }  
County of Blaine } ss.

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Name of Notary Public  
Public, personally appeared Elizabeth C Grinstead,  
Name(s) of Signer(s)

☐ personally known to me – OR –

☒ proved to me on the basis of satisfactory  
evidence



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Signature of Notary Public

Amy K Thompson Bellevue ID  
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