

FILED EFFECTIVE

2004 JUN 26 AM 9:00

CLERK OF DISTRICT CLERK OF IDAHO

## ARTICLES OF INCORPORATION

OF

### HIGHLAND MEADOWS P.U.D. SUBDIVISION HOMEOWNERS' ASSOCIATION, INC.

(A Non-Profit Corporation)

WE, THE UNDERSIGNED, acting with the purpose of organizing a non-profit corporation pursuant to the provisions of Title 30, Chapter 3, Idaho Code, hereby submit the following articles of incorporation for such corporation to the Secretary of State.

#### ARTICLE I - NAME

The name of the corporation (the "Corporation") shall be **Highland Meadows P.U.D. Subdivision Homeowners' Association, Inc.**

#### ARTICLE II - PURPOSES

Section 1. Nature of Business and Purposes of the Corporation. The nature of the business to be transacted by the Corporation and the purposes for which the Corporation is organized are as follows:

A. Specific Purposes. The purpose of the Corporation shall be to:

1. Act as a subdivision homeowners association.
2. Own and provide maintenance, preservation and control of the area described in the Declaration of Covenants, Conditions and Restrictions for Highland Meadows P.U.D. Subdivision (the "Declaration"), recorded in the Office of the County Recorder of Teton County, Idaho as Instrument No. 150096, and as the same may be amended from time to time as therein provided, said Declaration being incorporated as if set forth herein;
3. Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments (annual, special or limited) reasonable or necessary for its purposes;

Articles of Incorporation  
Highland Meadows P.U.D. Subdivision Homeowners' Association, Inc.

IDAHO SECRETARY OF STATE  
01/26/2004 05:00  
CK: 9338 CT: 25589 BH: 723642  
1 @ 30.00 = 30.00 INC MONP # 2

C 152805

4. Pay all expenses in connection with or incident to the conduct of the business of the Corporation, including without limitation, all office expenses and all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;
5. Acquire (by gift, purchase or otherwise), own, sell, hold, improve, build upon, operate, maintain, convey, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;
6. Own and operate a water system for the subdivision;
7. Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to those restrictions contained in the Declaration and any amendments thereto;
8. Dedicate, sell or transfer all or any part of the common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed by the members, subject to those restrictions contained in the Declarations and any amendments thereto; and
9. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, subject to those restrictions contained in the Declaration and any amendments thereto.

B. **General Purposes.** In general, to carry on any business and have and exercise all of the powers, rights and privileges now or hereafter conferred by the laws of the state of Idaho or of the United States upon corporations formed under such laws; to do any and all of the acts and things set forth in these Articles to the same extent as natural persons could do such acts and things in any part of the world, and to do such as principal, agent, trustee or otherwise and either alone, in syndicates or in conjunction with any person, entity, syndicate, partnership, association or corporation, or governmental, municipal or public authority, whether such persons or entities are domestic or foreign; and to establish and maintain offices and agencies and exercise all or any of its corporate powers and rights throughout the world; and

C. **Accomplishment of Purposes.** To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives or the furtherance of any of the powers set forth in this Article II, and to do every other act and thing incidental to such purposes, objectives or powers or connected therewith, provided the same is not forbidden by the laws of the state of Utah or of the United States.

Section 2. **Construction of Powers, Purposes and Objectives.** The foregoing clauses of Section 1 of this Article II shall be construed as powers as well as purposes and objectives of the Corporation. Unless otherwise expressly provided for in these Articles, the matters expressed

in each clause shall not be limited by reference to or inference from the terms of any other clause or any other article, but shall be regarded as independent powers, purposes and objectives. Moreover, the specific powers, purposes and objectives set forth in the foregoing clauses shall be construed to further and not to limit or restrict in any manner the general powers of the Corporation conferred upon it by the current and future laws of the state of Idaho and the United States and the naming of general terms under such laws. The inclusion of one power or objective in the foregoing clauses shall not be deemed to exclude another power or objective that is not expressly set forth, although the other power or objective may be of a like nature to the included power or objective.

### **ARTICLE III - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation's initial registered office shall be 30 Harper Ave., Driggs, Idaho. The Corporation's initial registered agent at such address shall be Travis Thompson.

### **ARTICLE IV - BOARD OF DIRECTORS AND OFFICERS**

The Board of Directors shall consist of no fewer than three (3) members, all of whom shall be owners of lots within the subdivision, except for the first set of Directors set forth below. The number of Directors may from time to time be increased or decreased in such manner as shall be provided by the Bylaws of the Corporation, provided that the number of Directors shall not be reduced to less than three (3). The names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are:

Travis Thompson	PO Box 408 Victor, Idaho 83455
C.E. Gummow	515 Taurus Dr. Rexburg, Idaho 83440
Mark S. Rockefeller	PO Box 604 Driggs, Idaho 83422

The Corporation shall have officers as set forth in the Bylaws.

### **ARTICLE V - INCORPORATORS**

The names and addresses of the incorporators are:

E. Scott Lee	30 South 2 <sup>nd</sup> West PO Box 791 Rexburg, Idaho 83440
--------------	---

## **ARTICLE VI- MAILING ADDRESS**

The mailing address of the Corporation shall be C/O Travis Thompson, PO Box 408, Victor, ID 83455.

## **ARTICLE VII- MEMBERS**

The Corporation shall have voting members. The owners of the lots in the subdivision shall be the members. Each lot in the subdivision shall be entitled to one vote. Membership is mandatory.

## **ARTICLE VIII - ASSET DISTRIBUTION UPON DISSOLUTION**

Upon dissolution of the Corporation, its assets shall be distributed as follows:

- First: To a successor non-profit entity that will assume the responsibilities of the Corporation;
- Second: If such a successor non-profit entity does not exist, then to an appropriate non-profit entity as chosen by the Board of Directors.
- Third: No part of the assets of such a dissolution shall inure to the benefit of any lot owner.

## **ARTICLE IX - ASSESSMENTS AND WATER SYSTEM**

The Board of Directors shall be authorized to fix, levy, collect and enforce payment, by any lawful means, all charges and assessments (annual, special or limited) reasonable or necessary for its purposes as approved by the Board of Directors. Assessments and charges shall be secured by a lien upon the real property to which membership rights are appurtenant.

## **ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify all of its officers, directors and agents to the fullest extent permitted by Idaho law.

## **ARTICLE XI - BYLAWS**

All other provisions for the administration and regulation of the affairs of the Corporation, including provisions regarding meeting, voting and action to be taken by the members and the directors of the Corporation, shall be as set forth in the Declaration of Covenants, Conditions

and Restrictions for the subdivision (the "CC&R's") and the Bylaws of the Corporation. Such CC&R's and Bylaws shall not be inconsistent with these Articles or with the laws of the State of Idaho or of the United States. The current and future provisions of the Idaho Nonprofit Corporation Act shall govern particular matters regarding the administration and regulation of the Corporation to the extent these Articles, CC&Rs, and the Bylaws of the Corporation do not cover such matters.

**DATED** this 20th day of January, 2004.

**INCORPORATOR:**



---

**E. Scott Lee**