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ARTICLES OF INCORPORATION

OF

NORTHWOODS AT BRUNDAGE MOUNTAIN LOCAL ASSOCIATION, INC.

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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 Northwoods at Brundage Mountain Local Association, Inc. (hereinafter, the "**Corporation**").

ARTICLE II TERM

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

ARTICLE III NON-PROFIT

This Corporation shall be a non-profit, membership corporation.

ARTICLE IV REGISTERED AGENT

The location and street address of the initial registered office of this Corporation shall be 3890 Gooselake Road, McCall, Idaho 83638, and Robert Looper is hereby appointed the initial registered agent of the Corporation. The mailing address is P.O. Box 1062, McCall, Idaho 83638.

ARTICLE V PURPOSE AND POWERS OF THE ASSOCIATION

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Corporation is formed to provide for certain regulations of the use and architectural control of the Building Lots and Local Common Areas located or to be located in Brundage Mountain Village Phase 1A, according to the plat thereof recorded in the official records of Adams County, Idaho as Instrument No. 141433 (the "**Subdivision**"), which Building Lots, Common Areas, and Local Common Areas constitute the real property ("**Property**") covered by the First Supplement Master Declaration of Covenants, Conditions & Restrictions for Brundage Mountain Village, recorded in the records of Adams County as Instrument No. 141435, as amended (the "**Supplemental Declaration**"); and to promote the health, safety and welfare of the residents within the Subdivision; and for this purpose to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Supplemental Declaration as amended from time to time as therein provided, said Supplemental Declaration being incorporated herein as if set forth at length;

(B) Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Supplemental Declaration and all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes, or governmental charges levied or imposed against the Corporation's property;

(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 Corporation under the limitations imposed by the Supplemental Declaration;

(D) Borrow money, and with the assent of two-thirds (2/3) of each class of Members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(E) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall comply with the requirements of the Supplemental Declaration; 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 Bylaws and the Supplemental Declaration and the amendments and supplements thereto; provided, however, that the Corporation shall not have the power to institute, defend, intervene in, settle, or compromise proceedings in the name of any Owner or Member except in instances involving the administration of Local Common Area administered and/or owned by the Corporation.

Notwithstanding anything to the contrary contained herein, including in Article XII hereof, this Article III may only be amended by a unanimous vote of all of the Members.

ARTICLE VI MEMBERSHIP

Each person or entity holding fee simple interest of record to a Parcel which is a part of the Property or a fee simple interest of record to a Parcel which has been annexed into the Subdivision and made a part of the Property subject to the Supplemental Declaration, and sellers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Parcel in the Subdivision.

ARTICLE VII VOTING RIGHTS

The Corporation shall have two (2) classes of voting membership:

(A) Class A. The "Local Class A Members" shall be the Members of the Local Association who are all Owners of Building Lots. Local Class A Members shall not have any voting rights until the Local Class B Member Termination Date, as provided below. Upon the Local Class B Member Termination Date, each Local Class A Member shall be entitled to one (1) vote for each Building Lot owned and when more than one (1) person holds and interest in a Building Lot, all such persons shall be Local Class A Members and the vote for such Building Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Building Lot owned by a Local Class A Member.

(B) Class B. The "Local Class B Member" shall be the Developer. The Local Class B Member shall be the only voting member of the Local Association until the Local Class B Member Termination Date, as defined in the Supplemental Declaration. The Developer may assign and transfer its Local Class B membership and Local Class B voting rights to a successor in title to any portion of the Property in a writing recorded in the records of Adams County, Idaho.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Local Board of at least three (3) Directors, who need not be Members of the Corporation. The number of Directors may be changed by amendment of the Bylaws of the Corporation, but in no event shall the number be fewer than three (3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Robert Looper	3890 Gooselake Road McCall, ID 83638
Kyle Looper	3890 Gooselake Road McCall, ID 83638
Ken Rider	3890 Gooselake Road McCall, ID 83638

ARTICLE IX ASSESSMENTS

Each Member shall be liable for the payment of Assessments, as provided for in the Supplemental Declaration and as set forth in the Bylaws of the Corporation.

ARTICLE X BYLAWS

The Bylaws of this Corporation may be altered, amended, or new Bylaws as set forth therein and as set forth in Article XII, below. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Local Board of Directors, the officers, employees and agents of the Corporation, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Supplemental Declaration.

ARTICLE XI DISSOLUTION

The Corporation may be dissolved at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of each class of Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the real property and other assets of the Corporation shall be: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created; or (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes; or (iii) distributed to the Owners of Building Lots to be held by them as tenants in common in proportion to the number of Building Lots within the Subdivision. The determination of the liquidating distribution of the real property and other assets of the Corporation as provided above, shall be determined by vote of a majority of the Owners of Building Lots as part of the Member vote on dissolution.

ARTICLE XII AMENDMENTS

Until the Local Class B Member Termination Date, the Bylaws may be amended by an instrument signed by the Directors only and attested by the Secretary of the Corporation. Thereafter, the Bylaws of this Corporation may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of two-thirds (2/3) of the Members. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the Corporation, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Supplemental Declaration.

ARTICLE XIII MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration including, without limitation, "Articles", "Assessments", "Local Association," "Bylaws," "Local Common Area," "Developer," "Declarant", "Member," "Owner," "Parcel," and "Property."

ARTICLE XIV INCORPORATION

T. Hethe Clark, 251 E. Front Street, Suite 310, P.O. Box 639, Boise, Idaho 83701, shall be the incorporator of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of April, 2024


T. Hethe Clark, Incorporator