

Amended and Restated Articles of Incorporation
Of

Ten Ax Property Owners' Association, Inc.

Article I

Identification

Section 1. Name. The name of this association is Ten Ax Property Owners' Association, Inc. referred to herein for convenience as the "Association."

Section 2. Principal Office. The principal office of the Association shall be in the County of Boise, State of Idaho.

Article II

Purpose and Duties

Section 1. Purpose. The primary purpose of the Association shall be to further and promote the common interests and welfare of its members (see Article III) within the subdivided land area situated in Boise County, Idaho and known and to be known generally as Ten Ax Subdivisions 1 & 2.

Section 2. Fiscal Year. The fiscal year for the Association shall run from July 1 through June 30. Use of the term "annual" in these Articles refer to this fiscal year.

Section 3. Duties. The Association shall do whatever is necessary, conducive, incidental or advisable to accomplish and perform the objectives and purposes of the Association. The Association may not carry on a business for trade or profit and shall be limited to the duties set forth below. A Board of Directors (referred to from time to time as the "Board") is established to assist in carrying out these duties (see Articles V and VI).

- a. To exercise the functions granted to it by the membership of the Association.
- b. Mediate complaints regarding the operation of the Association; complaints to the board must be in writing and signed by the complainant.
- c. To maintain, rebuild, repair, and otherwise care for access roads to the Subdivisions not subject to maintenance by a governmental authority.
- d. To appoint such committees as may be necessary to, or convenient in, the discharge of any of its obligations and duties.
- e. To provide annual membership assessment.
- f. To set annual dues for each member (see Article III, Section 3).
- g. To expend monies for the payment and discharge of all proper costs, expenses and obligations incurred in carrying out all or any of these duties.
- h. To prescribe and recommend motor vehicle speed limits within the Subdivisions.

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- i. To represent the membership in an official capacity when interacting with outside individuals, organizations, and governmental agencies.

Article III

Membership

Section 1. Capital Stock. The Association shall not issue any capital stock but shall issue memberships under the terms and conditions set forth.

Section 2. Membership. "Member" shall mean and refer to those persons entitled to membership by virtue of being an owner of one or more lots in Ten Ax Ranch Subdivisions 1 and/or 2. "Member in good standing" shall mean and refer to those members who have paid annual dues in full for the current fiscal year. Membership to each property owner whether individual or several shall be restricted to one per lot.

Section 3. Annual Membership Dues. The annual dues of each member shall be due and payable no later than the date of the annual meeting. Dues are to be set by the majority vote of membership at the annual meeting. Annual dues are currently \$150 per year for each lot with cabin and \$75 per year for each lot without a cabin. A cabin is defined as a structure intended for human habitation. Upon the sale of property, delinquent dues for FY 2018 and fiscal years thereafter shall be collected at closing and returned to the Association. Any delinquent dues uncollected at closing are not transferable to new ownership.

Section 4. Associate Membership. "Associate member" shall mean and refer to those persons owning parcels of land outside the platted boundaries of Ten Ax Subdivision 1, with recorded easements referencing the use of common roadways within said subdivision. Once approved, associate members are afforded the same rights and responsibilities as described in Article IV.

Section 5. Petitions. Any individual meeting the criteria listed in Article III, Section 4, may petition the Board for consideration as an associate member. The petition shall be in the form of a letter or an e-mail and received by the Secretary of the Association within a minimum of 90 days prior to the end of the current fiscal year. The Board shall review the request and present a recommendation to the membership at the annual meeting. A majority of the quorum present at the annual meeting is required for approval.

Article IV

Meetings

Section 1. Place of Meetings. Any meeting of the members of the Association shall be held in Ada or Boise County, Idaho at such particular place therein as stated in the notice of such meeting.

Section 2. Annual Meeting. An annual meeting of the Association will be held either within the 30 days prior to the close of the fiscal year or within 30 days after the close of the fiscal year. The annual meeting of the members of the Association for the election of Directors whose terms have expired and for the transaction of such other business as may properly come before the meeting, shall be held at such hour and on such day, beginning in the year as determined by the Board of directors.

Section 3. Special Meetings. Special meetings of the members for any purpose or purposes may be called at any time by the Board of Directors or on written request of 20% or more of the outstanding membership and it shall be held at some convenient location selected in the County of Ada or Boise, Idaho. Except in special cases where other express provision is made by statute, notice of such special meeting shall be given in the same manner prescribed in Section 4 of this article.

Section 4. Notice and Waiver. Notice of any annual meeting or special meeting shall be given to all members in writing and shall state the date, hour and place of the meeting and generally describe the nature of the business to be transacted. Such notice for the annual meeting shall be at least 30 calendar days prior to the date of such meeting and be delivered personally or deposited in the mail, postage prepaid, addressed to the last known address of all members as shown on the books and records of the Association.

In the event that a special meeting is called at the written request of 20% or more of the total outstanding membership, they shall notify the secretary in writing and shall state the date, hour, place and purpose of the meeting in sufficient time for the secretary to give a minimum of 14 calendar days notice to all members pursuant to these Bylaws.

Section 5. Adjourned Meetings and Notice Thereof. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the voting power of which is either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at any such meeting.

When any members' meeting, either annual or special, is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business transacted thereat, other than by announcement at the meeting at which such adjournment is taken.

Section 6. Quorum. The presence of a majority of the total voting rights or members entitled to vote shall constitute a quorum at the annual meeting. Board meetings shall require the presence of a minimum of three Board members to conduct business.

Section 7. Voting. Except as otherwise provided by law, only members in good standing, fixed as provided by ARTICLE III, Section 2 of these Articles, shall be entitled to vote at such meeting. Such vote may be by voice or by ballot provided, however, that all elections for directors must be by ballot upon demand by a member at any election and before the voting begins. Each member is entitled to one vote per membership to a maximum of five votes. The Board shall notify any member in arrears with dues, at least 30 days prior to the annual meeting.

Section 8. Proxies. Every member entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such member or his duly authorized agent and filed with the secretary of the Association provided no such proxy shall be valid after the expiration of twelve months from the date of its execution.

Section 9. Conduct of the Meeting. At all meetings of the members the following order of business shall be observed in so far as it is consistent with the purposes and objective of the meeting.

- a. Call to order and ascertain standing of members at meeting
- b. Reading of notice and proof of call to meeting
- c. Reports of officers
- d. Reports of Committees
- e. Unfinished business
- f. New business
- g. Election of Directors
- h. Adjournment of meeting

Meetings of the members shall be conducted by the officers in order of their priority and guided by Roberts Rules of Order. Items for the agenda shall be submitted 10 calendar days prior to the annual meeting. The president may suspend voting on any new business not included on the agenda.

Board meetings shall be convened at least quarterly. The secretary shall provide a minimum of 14 calendar days prior notice to all Board members of scheduled meetings.

Article V

Officers: Titles and Duties

Section 1. General. The officers of the Association shall be a President, a Vice-President, a Secretary/Treasurer, and two more members of the Board. The duties of Secretary/Treasurer may be split so that one Board member serves as Secretary and another serves as Treasurer, provided that all duties are carried out. The decision as to whether the duties of Secretary/Treasurer are split across two Board members rests exclusively with the Board. Board members will vote among themselves for all offices. All members of the Board will be elected by and serve at the pleasure of the membership.

Section 2. Terms. Five members will be elected to the Board of Directors. All members are to be elected to three-year terms with no more than two positions up for re-election in any given year.

Section 3. Vacancies. A vacancy in any office may be filled by appointment by the Board until the time when election for this office would normally take place.

Section 4. Powers. The Board of Directors shall have the authority to suspend the voting rights of a member in default on payment of any assessment levied by the Association.

Section 5. President. The president shall preside at all meetings of the Board of Directors. The president shall see that the orders and resolutions of the Board are carried out and shall conduct all meetings of the membership. The president shall also serve as the Registered Agent of the Association (see Section 30-21-404(a), Idaho Code) and promptly file amendments to these Articles of Incorporation with the Idaho Secretary of State (see Article VII) .

Section 6. Vice-President. The vice-president shall act in place and stead of the president in the event of absence, inability or refusal to act.

Section 7. Secretary/Treasurer. The secretary/treasurer shall record the votes and keep the minutes of all meetings and proceedings of the Board and members, serve notice of all the meetings of the Board and members and associate members of the Association, keep appropriate current records showing the members and associate members of the Association together with their addresses and other pertinent contact information, and shall perform other duties as may be required by the Board. These other duties include, but are not limited to: (1) receiving and promptly depositing in the appropriate bank account all monies of the Association, (2) promptly disbursing such funds as directed by resolution of the Board of Directors, (3) signing all checks and promissory notes of the Association, (4) keeping proper books of account, (5) preparing an annual budget and statement of income and expenditures to be presented to the members at their annual meeting, and (6) providing a tentative agenda for the annual membership meeting at least 30 calendar days prior to the scheduled date with the final agenda made available on the date and place of the annual meeting.

Section 8. Resignation, Termination, and Absences. Resignation from the Board must be in writing and received by the secretary/treasurer. A Board member shall be dropped from the Board if s/he has had three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the quorum at the annual meeting.

Article VI

Current Board Members and Contact Information

Office	Name	Address	Phone	e-mail
President	Jo Maxson	2902 Alamo Rd. Boise, ID 83704	208-321-2719	jomaxson5@gmail.com
Vice-President	Fred Rice	12 Willow Dr. Lowman, ID 83637	208-259-3393 208-440-4330	fdrcrash@gmail.com
Secretary/ Treasurer	Shelby Gerking	443 Valley Stream Dr., Geneva, FL 32732	407-921-0663 208-259-3840	56f100pu@gmail.com
Member	Tami Smith	1342 Leslie Way Meridian, ID 83642	208-259-3790	Tamips0102@gmail.com
Member	Joseph Schindel	2511 W. Whitestone Dr. Meridian, ID 83646	208-859-0505	Josephschindel5@gmail.com

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Article VII

Amendments

Section 1. Amendments. These Articles of Incorporation may be amended at any regular or special meeting of the members by a vote of the majority of a quorum of the members present in person or by proxy. After approval, amendments shall be signed and dated by the President of the Association, and then promptly filed with the Idaho Secretary of State.

Article VIII

Relationship to Covenants and Architectural Committee

Section 1. Other Relationships. These Articles of Incorporation do not bypass the Covenants or the Architectural Committee for Ten Ax Subdivisions 1 & 2.

Article IX

Dissolution

Section 1. Dissolution of the Association. Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, distribute all of the assets of the Corporation to its members of record on the date indicated for dissolution in articles of dissolution in proportion to their contributions of annual dues for lots and cabins.

Article X

Committees

Section 1. Appointment of Committees. The Board may create committees as needed, such as fund raising, road maintenance, etc. The president appoints all committee chairs. The president will notify the membership of all committee chairpersons at the annual meeting.

Signed and dated this 1 day of Aug, 2022

President, Ten Ax Property Owners' Association, Inc.

The Amended and Restated Articles of
Incorporation were unanimously approved by
the members.

