

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
FOX SPRINGS AND MEADOWS PROPERTY OWNERS ASSOCIATION, INC.**

2005 SEP 29 AM 8:34

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporators of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation ("Articles").

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation is Fox Springs and Meadows Property Owners Association, Inc. (hereinafter referred to as the "Association").

**ARTICLE II
STATUS**

The Association is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Association is perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The location of the Association is in the City of Victor, County of Teton, and in the State of Idaho. The address of the initial registered office of the Association is 630 South 200 West, Victor, Idaho 83455, and the name of the initial registered agent at this address is Sonja O. Head.

**ARTICLE V
PURPOSES**

The purposes for which the Association is organized and will be operated are to provide for the architectural control of lots, and the management, maintenance and preservation of open space and common areas and improvements within, Fox Springs P.U.D. Subdivision and Fox Meadows Subdivision, Teton County, Idaho according to the plats thereof filed in the Official Records of Teton County, Idaho (hereinafter referred to as the "Property"). Without limiting the power and authority of the Association, the Association may take any of the following actions in furthering its purposes:

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A. The Association shall have and may exercise all the powers and privileges and shall perform all the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions recorded on March 6, 2003 in Teton County, Idaho as Instrument # 153437, as amended by that certain Corrected Amendment to Declaration of Covenants, Conditions and Restrictions recorded on August 30, 2005 in Teton County, Idaho as Instrument # 170663, as the same may be amended from time to time as therein provided (collectively hereinafter referred to as the "Declaration"). The Declaration is hereby incorporated in these Articles by reference as if set forth herein in full.

B. The Association may fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property or the Association;

C. The Association shall have and may exercise any and all powers, rights and privileges which a corporation organized under the Act may by law now or hereafter have or exercise, subject only to limitations contained in the Bylaws of the Association (hereinafter, "Bylaws"), the Declaration, and any amendments thereto.

D. The Association shall have and may exercise all powers granted by law necessary and proper to carry out the foregoing purposes. Nothing herein contained shall be deemed to authorize or permit the Association to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI MEMBERS

Every owner of a parcel or lot, as defined in the Declaration (hereinafter, "lot"), within the Property, including a contract buyer and owner of a beneficial interest, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot. The foregoing is not intended to include persons or entities who hold an interest in any lot merely as security for the performance of an obligation.

ARTICLE VII VOTING RIGHTS

The Association shall have one class of voting membership. Members shall be entitled to one vote for each lot owned. When more than one persons holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot. If the persons who hold an interest in a lot cannot

agree among themselves on how the vote shall be exercised, then each person holding an interest in the lot may cast a fractional vote in proportion to that person's ownership interest in the lot.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Association in the manner and for the term provided in the Bylaws.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Kitchener E. Head	630 South 200 West Victor, Idaho 83455
Sonja O. Head	630 South 200 West Victor, Idaho 83455
Ranae H. Kunz	616 South 100 West Victor, Idaho 83455
Ryan M. Kunz	616 South 100 West Victor, Idaho 83455
E. Valoie Nelson	68 East 550 South Victor, Idaho 83455

ARTICLE IX
ASSESSMENT

Each member of the Association shall be liable for the payment of monthly and special assessments provided for in the Declaration and as set forth in the Bylaws.

ARTICLE X
DISSOLUTION

The Association may be dissolved either by unanimous written consent of all members or by affirmative vote of members owning not less than seventy-five percent (75%) of the lots at a duly noticed meeting. Upon dissolution of the Association, other than incident to a merger or

consolidation, the assets of the Association shall be: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created or (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted exclusively to such similar purposes. No part of the monies, properties or assets of the Association, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or member of the Association. 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
INCORPORATOR

The names and street addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Kitchener E. Head	630 South 200 West Victor, Idaho 83455
Sonja O. Head	630 South 200 West Victor, Idaho 83455
Ranae H. Kunz	616 South 100 West Victor, Idaho 83455
Ryan M. Kunz	616 South 100 West Victor, Idaho 83455
E. Valoie Nelson	68 East 550 South Victor, Idaho 83455

ARTICLE XII
BYLAWS

Provisions for the regulation of the internal affairs of the Association shall be set forth in the Bylaws adopted by the initial Board of Directors. The Bylaws of the Association may be altered or amended, or new bylaws adopted, by the affirmative vote at an annual or special meeting of the members of the Association or the written consent signed by members of the Association owning not less than seventy-five percent (75%) of the lots within the Property. For the purposes of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the Association, and the members for payment of assessments, the Bylaws may incorporate by reference the provisions of the Declaration.

ARTICLE XIII
AMENDMENTS

Amendment of these Articles shall require the affirmative vote at an annual or special meeting of the members of the Association or the written consent signed by members of the Association owning at least seventy-five percent (75%) of the lots within the Property. No amendment which is inconsistent with the provisions of the Declaration shall be valid, unless the Declaration is similarly amended.

DATED this 26th day of September, 2005.

INCORPORATORS

Kitchener E. Head
Kitchener E. Head

Sonja O. Head
Sonja O. Head

Ryan M. Kunz
Ryan M. Kunz

Ranae H. Kunz
Ranae H. Kunz

E. Valoie Nelson
E. Valoie Nelson