

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF

THE SPURWING CHALLENGE ASSOCIATION, INC.,
an Idaho nonprofit Association

2014 JUN 27 PM 3: 22
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME:

The name of the corporation shall be **THE SPURWING CHALLENGE ASSOCIATION, INC.** (the "Association"). The Association is a nonprofit corporation.

ARTICLE 2. DURATION:

The duration of this Association shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS:

The purposes for which the Association is organized are to provide an entity for the maintenance, preservation and control of the common areas within Spurwing Challenge Subdivision, a residential subdivision in Ada County, Idaho; to engage in all such activities as are incidental or conducive to the attainment of the objectives of the Association and any other activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this Association. Without limiting the foregoing, it is expressly provided hereby that:

(a) The Association shall exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Master Declaration of Covenants, Conditions and Restrictions for Spurwing Challenge Subdivision (the "Declaration") applicable to the property recorded on August 27, 2013, as Instrument No. 113098081, in the Office of the Ada County Recorder, as the same may be amended or supplemented from time to time as therein provided, said Declaration being incorporated herein as if set out at length.

(b) The Association shall fix, levy, collect and enforce payment by any lawful means, all periodic charges or assessments, regular, special and limited, authorized to be made under the Declaration.

ARTICLE 4. MEMBERSHIP:

Each Owner of a Lot subject to the Declaration by virtue of being such an Owner and for so long as such ownership is maintained, shall be a Member of the Association, and no Owner shall have more than one membership in the Association, except as hereinafter set forth with respect to voting. Memberships in the Association shall not be assignable, except to the successor-in-interest

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of the Owner, and all memberships in the Association shall be appurtenant to the Lot owned by such Owner. The memberships in the Association shall not be transferred, pledged or alienated in any way except upon the transfer of title to said Lot and then only to the transferee of title to said Lot. Any attempt to make a prohibited membership transfer shall be void and will not be reflected on the books of the Association.

ARTICLE 5. VOTING RIGHTS:

The Association shall have two classes of voting membership.

CLASS A. "Class A Members" shall be the Members of the Association which are all Owners of Lots within the Property, with the exception of the Declarant. The Class A Members shall be non-voting Members of the Association until such time as voting rights of the Class B Member expire as provided below. Upon the Class A Members becoming entitled to voting rights, each Class A Member shall be entitled to one (1) vote for each Lot owned and when more than one (1) person holds and interest in a Lot, all such persons shall be Class A Members but the vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot owned by a Class A Member(s).

CLASS B. "Class B Members" shall be the Declarant, and Members of the Association who are successors in title to Declarant as Owner(s) to Lot(s), to whom Declarant has specifically granted such Class B Member voting rights in a writing recorded in the records of Ada County, Idaho. If Declarant has not granted such Class B voting rights in such a recorded writing, the Owner of a Lot shall be a Class A Member. The Class B membership and the Class B Member voting rights shall cease and be converted to Class A membership and Class A voting rights when the Declarant (including a transferee who becomes Declarant) relinquishes its rights as Declarant under the Master Declaration.

ARTICLE 6. REGISTERED OFFICE AND AGENT:

The address of the initial registered office of this Association is 3405 E. Overland Rd., Suite 150, Meridian, Idaho 83642, and the name of its initial registered agent at such address is Christopher L. Anderson.

ARTICLE 7. DIRECTORS:

The affairs of the Association shall be conducted by a Board of Directors and such officers as the Directors may elect or appoint, in accordance with these Articles, the Bylaws, and the Declaration as the same may be amended and supplemented from time to time. For so long as The Club at Spurwing, LLC, an Idaho limited liability company (the "Declarant"), or its successors or assigns, is the Class B Member and holds the Class B voting rights, or owns one (1) or more Lots, the Declarant alone shall have the unilateral right to appoint all of the Directors to the Board as set forth in the Declaration and the Bylaws of the Association consistent with Idaho Code § 30-3-66. The number of directors of this Association shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until their successors are duly appointed or elected and qualified, or unless they resign or are

removed, are:

Christopher L. Anderson	3405 E. Overland Rd., Suite 150 Meridian, Idaho 83642
Michael Reich	3405 E. Overland Rd., Suite 150 Meridian, Idaho 83642
Philip O'Bryan	3405 E. Overland Rd., Suite 150 Meridian, Idaho 83642

ARTICLE 8. INCORPORATOR:

The name and address of the incorporator are as follows:

Peter W. Ware, Jr. P.O. Box 1368, Boise, ID 83701

ARTICLE 9. AMENDMENT OF ARTICLES AND BYLAWS:

These Articles may not be amended without at least sixty six and two-thirds percent (66⅔%) of the membership votes being cast in support of such amendment.

Any other provision of these Articles, the Declaration or the Bylaws of the Association notwithstanding, for so long as Declarant has the right to elect and/or appoint the Board of Directors of the Association, or is the Class B Member and holds the Class B voting rights, or owns one (1) or more Lots , the Declaration, these Articles of Incorporation and/or the Bylaws of the Association may be amended unilaterally by the Declarant alone to effect any change whatsoever without requirement of notice or a meeting or vote of the membership, or the consent of any other party.

ARTICLE 10. DISSOLUTION:

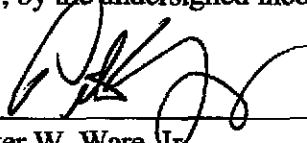
Upon dissolution or final liquidation of the Association, the assets of the Association shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes.

ARTICLE 11. LIMITATION OF LIABILITY:

A director of this Association shall not be personally liable to this Association or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this Association or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 30-3-22 or Section 30-1-831, Idaho Code, or (iv) for any transaction from which the director derived any improper personal benefit. If the Idaho Business Corporation Act or the Idaho Nonprofit Corporation Act (collectively the "Acts") are amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Association shall be eliminated or limited to the fullest extent permitted by the Acts as so amended. Any repeal or modification of this Article 11 by the Members of the Association shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

of such repeal or modification.

EXECUTED this 27th day of June, 2014, by the undersigned incorporator.



Peter W. Ware, Jr.
P.O. Box 1368
Boise, ID 83701

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06/27/2014 05:00

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