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ARTICLES OF INCORPORATION
THE TOWN HOMES AT RAINEY CREEK HOMEOWNER'S ASSOCIATION, INC.

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-FILED-
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The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 2, Title 20, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles")

ARTICLE I - NAME

The name of the Corporation is The Town Homes at Rainey Creek Homeowners Association, Inc.

ARTICLE II - NONPROFIT STATUS

The Corporation is a nonprofit membership corporation.

ARTICLE III - PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Swan Valley County of Bonneville and in the State of Idaho. The address of the initial registered office is 50 Cutthroat Run, Irwin, ID 83428 and the name of the initial registered agent at this address is Shane Fleming

ARTICLE V - PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

- A. The exercise of all the powers and privileges and the performance of all the duties and obligations of the Corporation as set forth in the Declaration of Covenants, Conditions and Restrictions for The Town Homes at Rainey Creek, a portion of the Centre at Rainey Creek Subdivision, recorded on the 21st day of July, 2020, in the official records of Bonneville County, Idaho as Instrument Number 1648775 (the "Declaration"), as amended from time to time.
- B. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, subject only to limitations in the Bylaws and the Declaration and the amendments and supplements thereto.
- C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation 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 - LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII - MEMBERS

Each person or entity holding fee simple interest of record to a Building Lot (as defined in the Declaration) which is a part of the The Town Homes at Rainey Creek, a portion of the Centre at Rainey Creek Subdivision, 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 Building Lot located in the The Town Homes at Rainey Creek, a portion of the Centre at Rainey Creek Subdivision Subdivision. Except for the Class B Member, there shall be one (1) membership in the Corporation for each Building Lot located in the The Town Homes at Rainey Creek, a portion of the Centre at Rainey Creek Subdivision. Members of the Corporation must be owners of Building Lots within the The Town Homes at Rainey Creek, a portion of the Centre at Rainey Creek Subdivision.

ARTICLE VIII - VOTING RIGHTS

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

A. **Class A Members.** The Class A Members shall be owners of Building Lots within the The Town Homes at Rainey Creek, within a portion of the Centre at Rainey Creek Subdivision, except for Grantor (as defined in the Declaration). The Class A Members shall be entitled to one (1) vote for each Building Lot owned by such Class A Members on the day of the vote. When more than one (1) person holds an interest in a Building Lot, all such persons shall be deemed Class A members however, all such persons shall only be entitled to one (1) vote per Building Lot

Class B Member. Grantor shall be the Class B Member, and shall be entitled to one (1) votes for each Building Lot owned by Grantor within the The Town Homes at Rainey Creek, a portion of the Centre at Rainey Creek Subdivision Subdivision. The Class B Member shall cease to be a voting Member in the Corporation at the earlier to occur of the following: (1) the Class B Member owns no more than ten percent (10%) of the Building Lots within the The Town Homes at Rainey Creek, a portion of the Centre at Rainey Creek Subdivision Subdivision; or (2) three

(3) years from the date the first Building Lot within the The Town Homes at Rainey Creek, within a portion of the Centre at Rainey Creek Subdivision is conveyed by Grantor.

Notwithstanding the foregoing, the Grantor, as the Class B member, for a period of three (3) years following the recordation of the first deed to a Town Home, shall have the exclusive right, power and authority to appoint and elect the Board and otherwise manage the affairs of the Project so long as the Grantor owns a Unit in the Project. The Class B member shall cease to be a voting Member of the Association at the earlier of (i) three (3) years after the recordation of the first deed to a Town Home; or (ii) four (4) months after the sale of one hundred percent (100%) of the total Units. Until such time Grantor is no longer a Class B member, Class A members shall not be entitled to any voting rights set forth in this Article.

ARTICLE IX - BOARD OF DIRECTORS

The affairs of the Corporation 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 Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Shane Fleming - President	50 Cutthroat Run PO Box 5, Irwin, ID 83428
Lorre Fleming – Vice President	50 Cutthroat Run PO Box 5, Irwin, ID 83428
Kate Bailey – Secretary/Treasurer	248 Cutthroat Run PO Box 5, Irwin, ID 83428

ARTICLE X - ASSESSMENTS

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

ARTICLE XI - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(12) of

the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XII - INCORPORATOR

The name and street address of the incorporator is Rainey Creek Residential Properties, LLC, 50 **Cutthroat**Run, PO Box 5, Irwin, ID 83428.


ARTICLE XIII - BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors. Neither these Articles nor the Bylaws of the corporation shall be amended or otherwise changed or interpreted to be inconsistent with the Town Homes at Rainey Creek Homeowner's Association Declaration.

The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation:

DATED this 20th day of July, 2020.

Rainey Creek Residential Properties, LLC

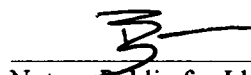


Shane Fleming – Managing Member

State of Idaho)
) ss.
County of Bonneville)

On this 20th, day of July, in the year 2020, before me, a Notary Public in and for the State of Idaho, personally appeared Shane Fleming, known or identified to me to be the Managing Member of Rainey Creek Residential Properties, LLC, an Idaho Limited Liability Company, and who subscribed his name to the foregoing instrument, and acknowledged to me that he executed the same in said company name.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Notary Public for Idaho
Residing at: Irwin
My commission expires: May 25, 2023

