



**FILED EFFECTIVE**

2017 NOV 20 PM 3: 20

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**AVIMOR COMMERCIAL ASSOCIATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Idaho in compliance with the Idaho Nonprofit Corporations Act (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 will be Avimor Commercial Association, Inc. (the “**Commercial Association**”).

**ARTICLE II**  
**TERM**

The period of existence and duration of the life of the Commercial Association will be perpetual.

**ARTICLE III**  
**NONPROFIT**

The Commercial Association will be a nonprofit, membership corporation.

**ARTICLE IV**  
**REGISTERED AGENT**

The location and street address of the initial registered office of the Commercial Association will be 601 W. Bannock Street, Boise, Idaho 83702, and Givens Pursley Corporate Services, LLC is hereby appointed the initial registered agent of the Commercial Association.

IDAHO SECRETARY OF STATE

11/20/2017 05:00

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1@ 20.00 = 20.00 EXPEDITE C #3

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ARTICLE V  
PURPOSE AND POWERS OF THE COMMERCIAL ASSOCIATION

The Commercial Association is formed to exercise all powers and privileges, and to perform all of the duties and obligations, of the Commercial Association as set forth in the Charter for Avimor Commercial Properties recorded in the real property records of Ada County, Idaho as Instrument No. \_\_\_\_\_, as it may be amended (the “**Commercial Charter**”), which are incorporated by this reference as if fully set forth herein. Capitalized terms used and not defined in these Articles have the meanings set forth in the Commercial Charter. The Commercial Association does not contemplate pecuniary gain or profit to the Owners. The Commercial Association will 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 VI  
MEMBERSHIP

The Commercial Association will have two classes of membership, Owner membership and Founder membership (collectively, the “**Members**”), as more fully set forth in the Commercial Charter. Provisions of the Commercial Charter pertaining to membership are incorporated by this reference.

ARTICLE VII  
VOTING RIGHTS

Members will have the voting rights as are set forth in the Commercial Charter, which provisions are specifically incorporated by this reference.

ARTICLE VIII  
BOARD OF DIRECTORS

The affairs of the Commercial Association will be managed and controlled by the Board of Directors (the “**Board**”). The composition and selection of the Board will be as set forth in the Commercial Charter, which provisions are specifically incorporated by this reference, and the Bylaws. The names and addresses of the persons who are to act in the capacity of initial directors until the selection of their successors are as follows:

|                  |  |
|------------------|--|
| Dan Richter      | c/o Avmor Development, LLC<br>18454 North McLeod Way<br>Boise, Idaho 83714 |
| Brad Pfannmuller | c/o Avmor Development, LLC<br>18454 North McLeod Way<br>Boise, Idaho 83714 |
| Roberta Stewart  | c/o Avmor Development, LLC<br>18454 North McLeod Way<br>Boise, Idaho 83714 |

ARTICLE IX  
BYLAWS

The bylaws of the Commercial Association (the “**Bylaws**”) may be amended, or new bylaws adopted, at any regular meeting, or any special meeting of the Commercial Association called for that purpose, by the affirmative vote of at least sixty-five percent (67%) of the total votes of the Commercial Association. In addition, the Founder’s consent is required for any amendment for so long as the Founder membership exists. The Bylaws may set forth the procedures for the amendment of the Bylaws or the adoption of new bylaws.

ARTICLE X  
DISSOLUTION

The Commercial Association will only be dissolved at a regular meeting, or a special meeting of the Commercial Association called for that purpose, by the affirmative votes of at least eighty-five percent (85%) of the total votes of the Commercial Association. Upon dissolution of the Commercial Association, other than incident to a merger or consolidation, the real and personal property of the Commercial Association will be distributed as follows: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Commercial Association was created; or (ii) granted, conveyed and assigned to a nonprofit corporation, community association, trust or other organization to be devoted to similar purposes.

ARTICLE XI  
AMENDMENTS

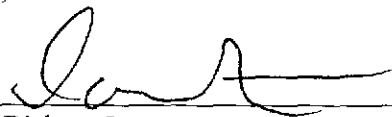
Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Commercial Association called for that purpose, by the affirmative vote of at least eighty-five percent (85%) of the total voting power of the Commercial Association. No amendment which is inconsistent with the provisions of the Commercial Charter will be valid.

ARTICLE XII  
INCORPORATOR

The name and address of the incorporator of the Commercial Association is:

Dan Richter  
Avimor Development, LLC  
18454 North McLeod Way  
Boise, Idaho 83714

EXECUTED as of this 2 day of November, 2017.

  
\_\_\_\_\_  
Dan Richter, Incorporator