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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
WARM SPRINGS VILLAGE HOMEOWNERS ASSOCIATION, INC.

KNOW ALL PERSONS BY THESE PRESENTS:

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 is Warm Springs Village Homeowners Association, Inc. (the "Association").

ARTICLE II  
TERM

The period of existence and duration of the life of the Association is perpetual.

ARTICLE III  
NONPROFIT

The Association is a nonprofit, membership corporation.

ARTICLE IV  
REGISTERED AGENT

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

ARTICLE V  
PURPOSE AND POWERS OF THE ASSOCIATION

The Association is formed to exercise all powers and privileges, and to perform all of the duties and obligations, of the Association as set forth in the Declaration of Covenants, Conditions, Restrictions, and Easements for the Warm Springs Village recorded in the official records of Ada County, Idaho as Instrument No. 2018-062325, as amended and supplemented from time-to-time (the "Declaration"), which is 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 Declaration. The Association does not contemplate pecuniary gain or profit to the Owners.

ARTICLE VI  
MEMBERSHIP & VOTING RIGHTS

Every Owner of a Lot in the Community is a member of the Association and has one membership for each Lot in the Community owned by such Owner. When more than one person or entity holds an ownership interest in any Lot, all such persons and entities are members. The vote for such Lot with

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common ownership will be exercised as the Owners of the Lot determine, but in no event will more than one vote be cast with respect to any Lot. The foregoing voting rights are subject to Grantor's rights during the Initial Development Period.

## ARTICLE VII BOARD OF DIRECTORS

The affairs of the Association is managed and controlled by the Board of Directors (the "**Board**"). The Board will consist of not less than three (3) directors and no more than five (5) directors. Directors need not be Owners. During the Initial Development Period, Grantor has the exclusive right to appoint, remove, and replace directors at anytime and from time-to-time in Grantor's sole discretion. After the Initial Development Period, the Owners have the right to appoint, remove, and replace directors as provided in the Bylaws. Any vacancy on the Board may be filled by majority vote of the remaining Directors, through a special election at any meeting of the Board. 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:

Bill Clark	420 W. Main St., #204 Boise, Idaho 83702
Amy Kelley	1979 N. Locust Grove Meridian, Idaho 83646
Dianne Jossis	4824 W. Fairview Ave. Boise, Idaho 83706

## ARTICLE VIII ASSESSMENTS

Each Owner is liable for the payment of Assessments pursuant to the Declaration and as set forth in the Bylaws of the Association.

## ARTICLE IX BYLAWS

The bylaws of the Association (the "**Bylaws**") may be altered, amended, or new bylaws adopted at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative vote of at least sixty-five percent (65%) of the total voting power of the Association.

## ARTICLE X DISSOLUTION

The Association will only be dissolved at a regular meeting, or a special meeting of the Association called for that purpose, by the affirmative votes of at least eighty-five percent (85%) of the total voting power of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the real and personal property of the Association will be distributed as follows: (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 nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. Notwithstanding any other provisions of these Articles, the 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 XI**  
**AMENDMENTS**


Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative vote of at least sixty-five percent (65%) of the total voting power of the Association. No amendment which is inconsistent with the provisions of the Declaration will be valid.

**ARTICLE XII**  
**INCORPORATOR**

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

Dianne Jossis  
4824 W. Fairview Ave.  
Boise, Idaho 83706

EXECUTED as of this 3<sup>rd</sup> day of July, 2018.

  
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Dianne Jossis, Incorporator

IDAHO SECRETARY OF STATE  
**07/09/2018 05:00**  
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