

ARTICLES OF INCORPORATION
OF
BRUNDAGE MOUNTAIN FIRE PROTECTION ASSOCIATION INC

For Office Use Only

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KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho in compliance with the provisions of 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 shall be Brundage Mountain Fire Protection Association, Inc. (hereinafter, the "**Corporation**").

ARTICLE II
TERM

The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE III
NON-PROFIT

This Corporation shall be a non-profit, membership corporation.

ARTICLE IV
REGISTERED AGENT

The location and street address of the initial registered office of this Corporation shall be 3890 Goose Lake Road, McCall, Idaho 83638, and Rob McFadden is hereby appointed the initial registered agent of the Corporation. The mailing address is P.O. Box 1062, McCall, Idaho 83638.

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Corporation is formed is to provide fire and emergency services to (i) the Brundage Mountain Resort; and (ii) to the Building Lots and Common Areas located or to be located in Brundage Mountain Village according to the plat thereof recorded or to be recorded in the official records of Adams County, Idaho (the "**Subdivision**"), which Building Lots and Common Areas are a portion of the real property ("**Property**") covered by the Master Declaration of Covenants, Conditions & Restrictions for Brundage Mountain Village, recorded as Instrument No. 141434 and as amended in the official records of Adams County, Idaho (the "**Declaration**"); and to promote the health, safety and welfare of the residents within the Subdivision; and for this purpose to:

- (A) Procure and maintain equipment as identified by the Board in connection with providing fire and emergency services;
- (B) Educate subscribers and the public in fire-fighting techniques and methods of preventing fires;
- (C) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation under the limitations imposed by the Declaration;
- (D) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (E) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in the Bylaws and the Declaration and the amendments and supplements thereto; provided, however, that the Corporation shall not have the power to institute, defend, intervene in, settle, or compromise proceedings in the name of any Owner or Member except in instances involving the administration of Common Area administered and/or owned by the Corporation.

No substantial part of the activities of the Corporation shall be to attempt to influence legislation, and the Corporation shall not participate in or attempt to influence legislation or participate in political campaigns on behalf of any candidate for public office or any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (as amended).

Notwithstanding anything to the contrary contained herein, including in Article XII hereof, this Article III may only be amended by a unanimous vote of all of the Members.

ARTICLE VI **MEMBERSHIP**

Brundage Mountain Resort LLC and each person or entity holding fee simple interest of record to a Parcel which is a part of the Property or a fee simple interest of record to a Parcel which has been annexed into the Subdivision and made a part of the Property subject to the Declaration, 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 Parcel in the Subdivision.

The Corporation may issue membership certificates to each member, which certificates cannot be assigned but are instead appurtenant to the real property identified above. Any transfer of the real property shall result in an automatic transfer of the membership associated with such property. Except as set forth above, the Corporation shall be non-stock and no dividends or pecuniary profits shall be declared or paid to the Members of the Corporation.

ARTICLE VII VOTING RIGHTS

The sole voting Member of the Corporation shall be Brundage Mountain Resort LLC.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of at least three (3) Directors, who need not be Members of the Corporation. The number of Directors may be changed by amendment of the Bylaws of the Corporation, but in no event shall the number be fewer than three (3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Rob McFadden	3890 Goose Lake Road McCall, ID 83638
Brandon Hammer	3890 Goose Lake Road McCall, ID 83638
Rachelle Leishman	3890 Goose Lake Road McCall, ID 83638

The mailing address for all the above is P.O. Box 1062, McCall, Idaho 83638.

ARTICLE IX ASSESSMENTS

Each Member shall be liable for the payment of Assessments, as provided for in the Declaration and as set forth in the Bylaws of the Corporation. Brundage Mountain Resort LLC shall be responsible for assessments as set forth in the Fire Protection Services Agreement, as amended from time to time, between the Corporation and Brundage Mountain Resort LLC.

ARTICLE X BYLAWS

The Bylaws of this Corporation may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Board called for that purpose, by the affirmative votes of a majority of the Board.

ARTICLE XI DISSOLUTION

The Corporation may be dissolved at any regular meeting, or any special meeting of the Corporation called for that purpose, by the unanimous vote of the Board. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the real property and other assets of the Corporation shall be: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created; or (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes. The determination of the liquidating distribution of the real property and

other assets of the Corporation as provided above, shall be determined by vote of a majority of the Directors as part of the vote to dissolve the same.

ARTICLE XII AMENDMENTS

The Bylaws may be amended by an instrument signed by the Directors only and attested by the Secretary of the Corporation. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the Corporation, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declaration.

ARTICLE XIII MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration including, without limitation, "Articles", "Assessments", "Association," "Bylaws," "Common Area," "Developer," "Member," "Owner," "Parcel," and "Property."

ARTICLE XIV INCORPORATION

T. Hethe Clark, 251 E. Front Street, Suite 310, P.O. Box 639, Boise, Idaho 83701, shall be the incorporator of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of December 2023.



T. Hethe Clark

T. Hethe Clark, Incorporator