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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
OSL DEPOT CONDOMINIUM MANAGEMENT ASSOCIATION, INC.**

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I.  
NAME**

The name of the corporation is OSL Depot Condominium Management Association, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II.  
PRINCIPAL AND REGISTERED AGENT**

The location and principal office of the Corporation is 1099 Front Street, Boise, Idaho 83702. The registered agent of the Corporation is Ronald N. Graves whose address is 1099 Front Street, Boise, Idaho 83702.

**ARTICLE III.  
INCORPORATOR**

The name and address of the incorporator is Ronald N. Graves, 1099 Front Street, Boise, Idaho 83702.

**ARTICLE IV.  
PURPOSE AND POWERS OF THE CORPORATION**

The Corporation's primary purpose shall be to serve as the management body of the OSL Depot Condominiums pursuant to Idaho Condominium Property Act, Chapter 15, Title 55, Idaho Code and the Declaration of Covenants, Conditions and Restrictions for OSL Depot Condominiums dated June 12, 2014, and recorded in the real property records of Ada County, Idaho, and any amendments or supplements recorded or to be recorded pursuant thereto (hereinafter referred to as the "Declaration").

The Corporation shall have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Idaho by law may now or hereafter have or exercise in furtherance of the primary purpose of the Corporation.

SECRETARY OF STATE

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**ARTICLE V.  
MEMBERSHIP**

Members of the Corporation shall be the owners of condominiums in OSL Depot Condominiums as defined in the Declaration. All rights, including voting rights, obligations and the other terms and conditions related to membership shall be governed by the Declaration. The terms and conditions of the Declaration shall prevail over conflicting terms of these Articles and the Corporation's bylaws and these Articles shall prevail over conflicting terms of the Corporation's bylaws.

**ARTICLE VI.  
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of three (3) directors. Directors shall be those persons designated respectively by owners of condominium Units No. 1, 3 and 8 as shown on the Plat of OSL Depot Condominiums, records of Ada County, Idaho. Directors need not be members.

The initial directors of the Corporation and their addresses are as follows:

Scott R Simplot, 1099 Front Street, Boise, Idaho 83702

Mark Bowen, 1000 Myrtle Street, Boise, Idaho 83702

Vic Conrad, 1099 Front Street, Boise, Idaho 83702

The Board of Directors shall have full authority to act for the Corporation except as to matters expressly required by the Declaration to be subject to vote or written consent of the members.

**ARTICLE VII.  
PERPETUAL EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE VIII.  
DIRECTOR AND OFFICER INDEMNITY**

To the fullest extent permitted by law, the Corporation shall indemnify the Directors and officers of the Corporation, and each of them, for all costs, losses, liabilities, expenses and damages arising out of or related to the business of the Corporation and shall defend each Director and officer, and advance expenses therefor, from all claims, suits or other proceedings arising out of or related to the business of the Corporation.

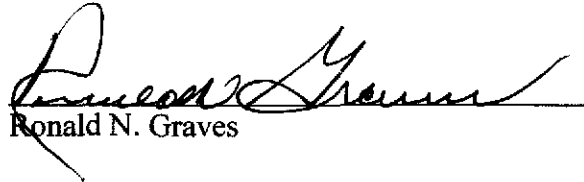
**ARTICLE IX.  
AMENDMENT**

These articles of incorporation may be amended only by vote or written consent of members holding at least sixty-six percent (66%) of the Allocated Voting Rights pursuant to the Declaration.

**ARTICLE X.  
DISSOLUTION**

Upon the winding up and dissolution of the Corporation, after paying or adequately providing for its debts and obligations, the remaining assets shall be distributed to a non-profit fund, foundation or a corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, the undersigned, constituting the incorporator of this Corporation, has executed these Articles of Incorporation this 31st day of January, 2017.

  
Ronald N. Graves