

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
CARTWRIGHT RANCH TOWN ASSOCIATION, INC.**

2015 JUL 28 PM 1:10

SECRETARY OF STATE  
STATE OF IDAHO

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 ("Articles"):

**ARTICLE I  
NAME**

The name of the corporation shall be Cartwright Ranch Town Association, Inc. ("Town Association").

**ARTICLE II  
TERM**

The period of existence and duration of the life of the Town Association shall be perpetual.

**ARTICLE III  
NONPROFIT**

The Town Association shall be a nonprofit, membership corporation.

**ARTICLE IV  
REGISTERED AGENT**

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

**ARTICLE V  
PURPOSE AND POWERS OF THE TOWN ASSOCIATION**

The Town Association is formed to exercise all powers and privileges and to perform all of the duties and obligations of the Town Association as set forth in the Master Declaration of Covenants, Conditions, Restrictions and Easements for Cartwright Ranch recorded in the official records of Ada County, Idaho as Instrument No. 2015-057647, as amended or supplemented from time-to-time ("Master Declaration"), which are incorporated by this reference as if fully set forth herein. Capitalized terms used and not defined in these Articles shall have the meanings set forth in the Master Declaration. The Town Association does not contemplate pecuniary gain or profit to the Members thereof.

IDAHO SECRETARY OF STATE

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**ARTICLE VI**  
**MEMBERSHIP**

Every Owner in Cartwright Ranch shall be a Member of the Town Association and shall have one membership for each Lot in Cartwright Ranch owned by such Owner.

**ARTICLE VII**  
**VOTING RIGHTS**

Class A Members shall be all of the Owners except Town Founder and Builders. Each Class A Member shall be entitled to one (1) vote for each Lot in which the Class A Member is an Owner. The Town Founder, or Class B Member, shall have the voting rights set forth in the Master Declaration.

**ARTICLE VIII**  
**TOWN COUNCIL**

The affairs of the Town Association shall be managed and controlled by the Town Council. Until the Class B Termination Date, the Town Council shall consist of not less than three (3) Directors and not more than five (5) Directors, and Town Founder shall have the exclusive right to appoint, remove and replace directors at anytime and from time-to-time in Town Founder's sole discretion. After the Class B Termination Date, the Town Council shall consist of five (5) Directors, elected by majority vote of the Class A Members of the Town Association, at meetings held from time to time for such purpose. Except for Directors appointed by Town Founder, all other Directors shall be Members. 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:

<b>Name</b>	<b>Address</b>
1. Charles Carlise	c/o Grossman Company Properties 3101 N. Central Ave., Ste 1390 Phoenix, AZ 85012
2. Ennis Dale	c/o Grossman Company Properties 3101 N. Central Ave., Ste 1390 Phoenix, AZ 85012
3. Jon Wardle	c/o Brighton Corporation 12601 W Explorer Dr, Ste 200 Boise, ID 83713

**ARTICLE IX**  
**ASSESSMENTS**

Each Member shall be liable for the payment of Assessments pursuant to the Master Declaration and as set forth in the Bylaws of the Town Association.

ARTICLE X  
BYLAWS

The bylaws of the Town Association ("Bylaws") may be altered, amended, or new bylaws adopted at any regular meeting, or any special meeting of the Town Association called for that purpose, by the affirmative vote of one-half (1/2) of the total voting power of the Town Association. No amendment that is inconsistent with the provisions of the Master Declaration shall be valid.

ARTICLE XI  
DISSOLUTION

The Town Association shall only be dissolved at a regular meeting or a special meeting of the Town Association called for that purpose by the affirmative votes of no less than two-thirds (2/3) of the total voting power of the Town Association. Upon dissolution of the Town Association, other than incident to a merger or consolidation, the real and personal property of the Town Association shall be distributed as follows: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Town 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 Town Association shall 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 XII  
AMENDMENTS

Amendment of these Articles may be made at any regular meeting, or any special meeting of the Town Association called for that purpose, by the affirmative vote of two-thirds (2/3) or more of the total voting power of the Town Association. No amendment that is inconsistent with the provisions of the Master Declaration shall be valid.

ARTICLE XIII  
INCORPORATOR

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

A. Ennis Dale  
c/o Grossman Company Properties  
3101 N. Central Ave., Ste 1390  
Phoenix, AZ 85012

EXECUTED as of this 27<sup>th</sup> day of July, 2015.

  
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A. Ennis Dale, Incorporator