

ARTICLES OF INCORPORATION
OF

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1144-1146 EL PELAR CONDOMINIUM OWNERS ASSOCIATION, INC.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act (as amended, the "Act"), adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

NAME

The name of the corporation is 1144-1146 El Pelar Condominium Owners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II.

PERIOD OF DURATION

The period of its duration shall be perpetual.

ARTICLE III.

PURPOSE

The Association is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of and pursuant to section 501(c)(3) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future United States Internal Revenue law). References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time.

IDAHO SECRETARY OF STATE

04/19/2016 05:00

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ARTICLE IV.

POWERS

The Association shall have all powers provided for nonprofit corporations under the Act.

ARTICLE V.

LIMITATIONS

A. No part of the income or net earnings of the Association shall inure to the benefit of, or be distributable to, any director or officer of the Association or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Association by any officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no director or officer of the Association, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Association or otherwise. No substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code. The Association shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

B. No part of the assets of the Association shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

C. Upon dissolution of the Association, all of its assets shall be paid over to organizations organized and operated exclusively for charitable or educational purposes and recognized by the Internal Revenue Service as exempt from federal income tax under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed shall be disposed of by a court of general jurisdiction in Ada County, Idaho.

D. Notwithstanding any other provision hereof, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax-exempt under the provisions of section 501(c)(3) of the Code.

E. Notwithstanding any other provision of these Articles, during any period that the Association is a "private foundation" within the meaning of section 509 of the Code, the Association shall be required to distribute its income for each taxable year of the Association at such time and in such manner as not to subject the Association to tax under section 4942 of the Code; and the Association shall be prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Code, from retaining any excess business holdings in violation of the provisions of section 4943(c) of the Code, from making any investments in such manner as to subject the Association to tax under section 4944 of the Code, and from making any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE VI.

MEMBERS

The members of the Association shall be the owners of Unit A (1144) and Unit B (1146) in 1144-1146 El Pelar Condominiums (the "Project"), as such owners are shown on the records of the County Recorder of Ada County, State of Idaho. The term "owner" shall not include any mortgagee, trustee, or beneficiary under any mortgage, trust deed, or other security instrument by

which a lot or any part thereof is encumbered (unless such mortgagee, trustee, or beneficiary has acquired title for other than security purposes). If record ownership of a lot in the Project is jointly held, the membership appertaining to such Lot shall also be jointly held. Membership in the Association shall be mandatory and not optional. Each membership in the Association shall be appurtenant to and shall not be separated from the lot to which it relates. No person or entity other than an owner of a lot in the Project may be a member of the Association.

ARTICLE VII.

VOTING RIGHTS

The classes of membership and related voting rights are set forth in that certain Condominium Declaration and By-laws for 1144-1146 El Pelar Condominiums dated December 12, 1984 and recorded in the official record of Ada County, Idaho on April 30, 1985 as Instrument No. 8522858. If a membership is jointly held, any or all holders thereof may attend any meeting of the members, but such holders must act unanimously to cast the votes relating to their joint membership. Any designation of a proxy to act for joint holders of a membership must be signed by all such holders as set forth in the Bylaws.

ARTICLE VIII.

BOARD OF DIRECTORS

All business affairs of the Association shall be conducted as set forth in the Bylaws of the Association. The number of directors serving on the Board of Directors shall be fixed in accordance with the Bylaws of the Association. The Directors shall be elected at the annual meeting of the Members in the manner provided for in the Bylaws of the Association. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner to be provided in the Bylaws of the Association. Directors may, but need not be, Members of the

Association. The names and addresses of the persons who are to serve as the initial Directors of the Association are:

<u>Name</u>	<u>Address</u>
1. Ryan Michael Stevens	1144 W. El Pelar Dr., Boise, ID 83702
2. Kevin Allcott	1146 W. El Pelar Dr., Boise, ID 83702
3. James L. Jewett	167 E. White Spur, Meridian, ID 83642

ARTICLE IX.

MANAGER

The Board of Directors may by written contract delegate to a professional management organization or individual such of its managerial duties, responsibilities, functions, and powers as are properly delegable, as more particularly set forth in the Bylaws.

ARTICLE X.

OFFICERS

The Board of Directors may appoint a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board of Directors believes will be in the best interest of the Association. As provided in the Bylaws, any two or more offices may be held by the same Person, except the offices of President and Secretary. These officers shall have such duties as may be prescribed in the Bylaws of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE XI.**REGISTERED OFFICE**

The address of the initial registered office of the Association is 1144 W. El Pelar Drive, Boise, Idaho 83702, and the name of its initial registered agent at such address is Ryan Michael Stevens.

ARTICLE XII.**INCORPORATOR**

The name and address of the incorporators are:

Name	Address
Ryan Michael Stevens	1144 W. El Pelar Dr., Boise, ID 83702
Kevin Allcott	1146 W. El Pelar Dr., Boise, ID 83702

ARTICLE XIII.**PRINCIPAL OFFICE**

The address of the principal office of the Association is 1144 W. El Pelar Dr., Boise, ID 83702.

ARTICLE XIV.**AMENDMENT**

These Articles of Incorporation may only be amended by vote of at least a majority of the Association's Directors.

ARTICLE XV.**TAXABLE YEAR**

The taxable year of the Association shall be determined by the Association's Directors.

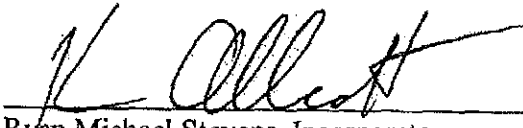
ARTICLE XVI.**BYLAWS**

Provisions for the regulation of the internal affairs of the Association shall be set forth in the Association's Bylaws.

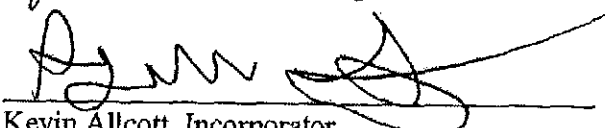
ARTICLE XVII.**LIMITATION OF LIABILITY**

There shall be no personal liability, either direct or indirect, of any director of the Association to the Association for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Association for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is effective on the date of the Association's incorporation. This provision shall not limit the rights of directors of the Association for indemnification or other assistance from the Association. Any repeal or modification of the foregoing provisions of this Article by the members of the Association or the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right or protection of a director of the Association with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 19th day of April, 2016.



Ryan Michael Stevens, Incorporator



Kevin Allcott, Incorporator