

**ARTICLES OF INCORPORATION OF  
LAGUNA FARMS HOMEOWNERS' ASSOCIATION  
(AN IDAHO NONPROFIT CORPORATION)**

For Office Use Only

**-FILED-**

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The undersigned incorporator adopts the following Articles of Incorporation for the purpose of organizing a nonprofit corporation pursuant to the Idaho Nonprofit Corporation Act, Idaho Code Ann. § 30-30-101, et seq., ("**Act**"):

**ARTICLE I**  
**NAME**

The name of the corporation is "Laguna Farms Homeowners' Association, **INC.**"

**ARTICLE II**  
**PURPOSES**

The purposes of the corporation shall be to conduct any lawful business for which nonprofit corporations may be organized under the Act, as from time to time authorized by the corporation's Board of Directors, including but not limited to engaging in all business necessary to operate as an owners association for a residential subdivision in the State of Idaho. In pursuit of its purposes, which shall be interpreted in the broadest possible way, the corporation shall have all the powers and authority granted to it or allowed by law.

**ARTICLE III**  
**REGISTERED AGENT, AND PLACE OF BUSINESS**

The name and address of the initial registered agent for the corporation are:

Name: Julie Klein Fischer  
Morrow & Fischer, PLLC  
Address: 332 N. Broadmore, Ste 102  
Nampa, Idaho 83687

The street address of the principal place of business for the corporation, where records will be maintained pursuant to the Act, is:

Name: Laguna Farms Homeowners' Association, **INC.**  
Address: 295 West Center Street  
Provo, UT 84601

**ARTICLE IV**  
**INCORPORATOR**

The name and address of the incorporator of this corporation are:

Name: Mike Miller  
Address: 295 W. Center Street  
Provo, Utah 84601

**ARTICLE V**  
**MEMBERSHIP AND VOTING**

The corporation shall have voting members, but shall not issue shares of stock evidencing membership in the corporation. Voting rights in the corporation shall be governed by the terms of the *Bylaws of Laguna Farms Homeowners' Association* ("**Bylaws**") and the *Declaration of Covenants, Conditions, and Restrictions for Laguna Farms Homeowners' Association*, which has been, or will be, recorded in the real property records of Ada County, Idaho ("**Declaration**").

**ARTICLE VI**  
**EXISTENCE, DISSOLUTION, DISTRIBUTION OF ASSETS**

The existence of the corporation shall be perpetual, unless dissolved according to law. Upon any dissolution, the corporation's Board of Directors shall distribute the assets of the corporation in a manner consistent with the Act and other Idaho law.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The business and affairs of the corporation shall be managed, and its corporate powers shall be exercised, by a Board of Directors. The Bylaws and the Declaration set forth the powers and duties of the Board of Directors and contain other provisions governing and regulating the Board of Directors. Initially the Board of Directors will consist of three (3) directors. The number of directors may be amended from time to time as set forth in the Bylaws or Declaration, but in no event shall the Board of Directors consist of less than three (3) directors.

The names and addresses of the persons who are to serve as the initial directors of the corporation are as follows:

Vice President & Director  
Aaron Earnest  
295 W. Center Street  
Provo, UT 84601

Secretary & Director  
Brian Schnell  
295 W. Center Street  
Provo, UT 84601

President & Director  
Mike Miller  
295 W. Center Street  
Provo, UT 84601

**ARTICLE VIII**  
**MANAGEMENT AND REGULATION OF THE CORPORATION**

The affairs of the corporation will be governed according to the terms of the Bylaws and the Declaration, as the same may be amended from time.

**ARTICLE IX**  
**INDEMNITY OF OFFICERS AND DIRECTORS**

The corporation shall indemnify the officers and directors of the corporation to the fullest extent allowed by, and in accordance with, the terms and provisions of the Act, as the same may be amended.

**ARTICLE X**  
**DIRECTOR LIABILITY**

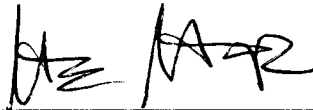
To the fullest extent provided by present or future law, no director shall be liable to the corporation or its members for monetary damages, except for willful misconduct or gross negligence.

**ARTICLE XI**  
**INVALIDATION**

If any term or provision of these Articles of Incorporation or any amendments hereto is at any time determined by any court of competent jurisdiction to be invalid or unenforceable, such invalidity or unenforceability shall not invalidate the remaining terms and provisions.

DATED this 12<sup>TH</sup> day of November, 2019.

INCORPORATOR:



Mike Miller

I agree to serve as Registered Agent:



Julie Klein Fischer