

FILED EFFECTIVE

ARTICLES OF INCORPORATION

2007 OCT 23 AM 9:21

OF

SECRETARY OF STATE
STATE OF IDAHO

TRAPPERS ISLAND COMMUNITY, INC.

In compliance with the requirements of Title 30, Chapter 3, Idaho Code, and Title 55, Chapter 15, Idaho Code, the undersigned, who is a resident of Idaho and is of full age, has this day formed a corporation not for profit and does hereby certify:

ARTICLE I: NAME OF CORPORATION

The name of the corporation is Trappers Island Community, Inc., hereafter called the "Association" or the "Corporation."

ARTICLE II: REGISTERED OFFICE

The initial registered office of the Association is located at 1323 S. Five Mile Road, Boise, Idaho 83709.

ARTICLE III: REGISTERED AGENT

Douglas Jayo, whose address is 1323 S. Five Mile Road, Boise, Idaho 83709 is hereby appointed the initial registered agent of the Association.

ARTICLE IV: INCORPORATOR

The name and address of the incorporator of the Association is as follows: JoAnn C. Butler, 251 E. Front Street, Suite 200, Boise, Idaho 83702.

ARTICLE V: PURPOSE AND POWERS OF THE ASSOCIATION

This Association is a nonprofit corporation. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential Units and Common Area within the certain tract of property known as "Trappers Island Condominiums" and to promote the health, safety and welfare of the owners and residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

- (a) exercise all of the power and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the office of the Recorder, Ada County, Idaho, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

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- (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 Association;
- (d) borrow money, and with the assent of two-thirds (2/3) of each class of members 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) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class or members;
- (g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE VI: MEMBERSHIP

Every person who is a record owner of a fee or undivided fee interest in any Unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment by the Association.

ARTICLE VII: VOTING RIGHTS

The Association shall have two classes of voting membership.

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Unit owned. When more than one person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Unit.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to twenty (20) votes for each Unit owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when one hundred percent (100%) of the Units have been conveyed by deed to Owners other than Declarant; or
- (b) on December 31, 2020. Cumulative voting is not permitted.

ARTICLE VII: BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the

Association, but in no event shall their 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:

<u>NAME</u>	<u>ADDRESS</u>
Douglas Jayo	1323 S. Five Mile Road Boise, Idaho 83709
Justin Jayo	1323 S. Five Mile Road Boise, Idaho 83709
Shane Jayo	1323 S. Five Mile Road Boise, Idaho 83709

At the first and each subsequent annual meeting, the members shall elect one director for a term of one year, one director for a term of two years, and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE IX: DISSOLUTION

The Association may be dissolved, either by unanimous written consent of all members or by an alternative vote of not less than two-thirds (2/3) of each class of members at a duly noticed meeting. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted exclusively to such similar purposes. No part of the monies, properties or assets of the Association, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any member of the Association. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted by an 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 X: DURATION

The corporation shall exist perpetually.

ARTICLE XI: AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership of the Association.

[end of text]

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, I, the undersigned, the incorporator of this Association, have executed these Articles of Incorporation this 23rd day of October, 2007.

JoAnn C. Butler
JoAnn C. Butler