

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION OF  
Rimrock Road Extension Property Owner Association Inc.**

**10 FEB 16 AM 8:35**

**SECRETARY OF STATE  
STATE OF IDAHO**

**KNOW ALL PERSONS BY THESE PRESENTS;**

The undersigned, For the purpose of forming a non-profit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, does hereby certify, declare and adopt the following articles of Incorporation;

**Article 1  
Name of Corporation**

The name of this corporation shall be:

Rimrock Road Extension Property Owner Association Inc. (The "Association")

**Article 2  
Term**

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

**Article 3  
Non Profit**

The Association shall be a non-profit, membership corporation.

**Article 4  
Registered Agent**

The location and street address of the initial registered office of the Association shall be 24650 N. Rimrock Road Hayden Idaho 83835 and Ted Odell is hereby appointed initial registered agent of the Association.

**Article 5  
Purpose & Powers**

The purpose of the Corporation is to provide for the repair, improvement, maintenance, and upkeep of the private roadway commonly referred to as Rimrock Road, which meanders in Section 4, TWP 52N.R3, W.B.M; as described in the Declaration Of Covenants Respecting Road Maintenance & Other Improvements Kootenai County Idaho file number 1060060 and the Second Amendment To Declaration Of Covenants Respecting Road Maintenance & Other Improvements Kootenai County Idaho File Number 1110298. And that certain Road Maintenance Agreement Kootenai County Idaho File Number 1613603, and as the same may be amended from time to time as therein provided (hereinafter collectively referred to as the "Declaration"). Said Declaration is being incorporated herein as if set forth at length, the general purposes and powers of the association includes, without limitation, the implementation and enforcement of the following

A, Exercise all of the powers and privileges and preform all of the duties and obligations of the Association as set forth in the Declaration and Bylaws as amended, as therein provided relating to the repair, improvement and maintenance of the roadway.

IDAHO SECRETARY OF STATE  
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B, Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law, now or hereafter have or exercise, subject only to limitation contained in the Declaration, and any amendments thereto.

#### **Article 6 Membership And Voting**

Every Owner holding fee simple interest of record to a portion of real property along or with access to the private road commonly referred to as Rimrock Road, previously described in Article 5 above. Buyers under executory contracts of sale, but excluding those having such interest merely as security for performance of an obligation, shall be a Member Of the Association.

Membership in the Association shall be appurtenant to and may not be separated from ownership of any real property described in Article 2 herein.

The Association shall have the voting membership as defined in the Declaration, as amended.

Members shall be all Owners, of the property along or with access the private road commonly known as Rimrock Road. Each member in good standing shall be entitled to (1) vote regardless of the number of parcels in which it holds the interest required for membership in the Association. When more than one (1) person holds such interest in any parcel of real property all such persons shall be Members, But all such persons shall be entitled to a single vote with respect to such parcel and in no event shall the vote cast with respect to any such parcel be split.

Proxies from members in good standing will be accepted

#### **Article 7 Members in Good Standing**

Member in good standing shall mean a Member who is current in the payment of all assessments.

#### **Article 8 Directors**

The number of directors of the corporation shall be fixed by law and may be increased or decreased from time to time in the manner specified herein, but in no event shall less than (3) persons serve as the corporation's directors. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until their successors are elected and qualify, or unless they resign or removed, are:

Pamela Thompson, Chairman  
24459 N. Rimrock Road  
Hayden ID 83835

Al Durant, Director  
24649 N. Rimrock Road  
Hayden ID 83835

Ted Odell, Director  
24650 N. Rimrock Road  
Hayden ID 83835

The directors of the corporation shall be elected by the members of the corporation at duly noticed and convened annual meetings.

The dates, hours, and places for such meetings shall be set at the discretion of the directors

Vacancies on the board of directors may be filled by a majority of the remaining directors.

The board of directors shall oversee and supervise the repair, improvement, maintenance and upkeep of the roadway and determine the amount of the member's assessments. The board may engage legal counsel to bring an action at law against any Member who has not paid his assessment within 60 days after such

assessments are due. Should such an action at law be required the Member will be required to pay all legal and collection costs in addition to the assessment. The board may foreclose the lien against the Parcel or Parcels owned by such Member.

#### **Article 9 Quorum**

A quorum for actions of the board of directors shall sixty (60) percent of the authorized number of directors.

There shall be no quorum requirement for meetings of membership, but no action may be taken unless preceded by not less than ten (10) days written notice of the meeting to given to all members in good standing of the corporation.

#### **Article 10 Officers**

The board of directors is empowered to nominate and elect the officers of the corporation, and establish their duties

#### **Article 8 Non-Liability of Directors and Officers**

A director of the corporation shall not be personally liable to this corporation or to its members, or to a third party for monetary damages of breach of fiduciary duty as a director, except for liability (1) for acts or omissions not in good faith or which involve misconduct or a knowing violation of law, or (2) for any transaction from which the director derived any improper personal benefit. If the Idaho Nonprofit Corporation Act (the "Act") is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

#### **Article 9 Records**

The corporation shall maintain financial and other records of its activities and assets.

All records shall be open to inspection by the members in good standing upon reasonable notice at reasonable times.

#### **Article 10 Amendments**

Amendments of these Articles of Incorporation may be made at any regular meeting or any special meeting of the corporation called for that purpose, preceded by not less than ten (10) days written notice of the intended amendments, by the affirmative vote of more than 66 2/3 of members in good standing. No amendment which is inconsistent with the provisions of the Declaration, as amended shall be valid.

**Article 11  
Dissolution**

The Association shall only be dissolved at a regular meeting, or a special meeting of the Association called for that purpose, by the affirmative votes of no less than 66 2/3% of the total voting power of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the real property and other assets of the Association shall be distributed as follows: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created; or (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding any other provisions of these Articles, the 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 12  
Incorporation**

Theodore Odell of 24650 North Rimrock Road, Hayden, Idaho, 83835, shall be the incorporator of the Association

IN WITNESS WHEREOF, we have hereunto set our hands this 6<sup>th</sup> day of February 2010

  
Theodore Odell, Incorporator