

Instrument # 539598

IDAHO COUNTY, IDAHO

03-03-2023 02:08:01 PM For Office Use Only
Recorded for: MILLEMANN, EMBERTON & HOLM LLP
Kathy M Ackerman Fe
Ex-Officio Recorder Deputy: -FILED-

File #: 0005184306

Date Filed: 3/31/2023 10:28:00 AM

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COPENHAVER HOMEOWNERS' ASSOCIATION, INC
A NONPROFIT CORPORATION**

Idaho Secretary of State File No.: 494524

Initial Filing Date: 10/17/2005

Pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (Act), the Copenhaver Property Owners' Association, Inc. hereby adopts the following Amended and Restated Articles of Incorporation for the Corporation.

ARTICLE 1. NAME

The name of the Corporation shall be COPENHAVER HOMEOWNERS' ASSOCIATION, INC

ARTICLE 2. NON-PROFIT STATUS

This Corporation shall be a nonprofit corporation.

ARTICLE 3. DURATION

The period of this Corporation shall be perpetual.

ARTICLE 4. PURPOSES

The purposes for which this Corporation is organized are as follows:

(a) To own, operate, and maintain certain common amenities associated with the Copenhaver Ranch Subdivision, platted of record in Idaho County, Idaho.

(b) To own, operate or maintain such other subdivision fixtures and amenities intended for the common use and benefit of property owners within the subdivision and requiring long term management, including but not limited to water systems, roads and landing strips. No structures shall be on airstrip/runway/landing strips.

(c) To provide a vehicle for the uniform and orderly enforcement of the Copenhaver Ranch Subdivision Covenants, recorded at the office of the Idaho County Recorder as Instrument No. 324731, and as amended by that certain Amendment Agreement, recorded at the office of the Idaho County Recorder as Instrument No. 365652, and as the same may be further amended; and, of the Copenhaver Homeowners' Association Bylaws and Rules adopted in accordance therewith.

(d) To be operated exclusively for the above-stated purposes and for other non-profit purposes within the meaning of Section 528 of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 528.

(e) To exercise all powers granted by law necessary and proper to carry out the above stated purposes and to further common interests of the membership, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the

Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE 5. NON-STOCK CORPORATION

This Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its members.

ARTICLE 6. MEMBERS

The Corporation shall have one (1) class of Members who shall be voting Members. A list of Members is included in the Bylaws.

ARTICLE 7. ASSESSMENTS

Assessments shall be levied against the members in accordance with the Bylaws. The amount and method of collection of said assessments shall be as provided in the Bylaws. Assessments may be made enforceable by civil action upon notice given in writing twenty (20) days before commencement of such action. The Corporation may suspend a member's voting rights in accordance with the terms of the Bylaws, in the event of failure to timely pay assessments, and for violations of the terms of these Articles and the Bylaws. Assessments may be secured by a lien upon real property to which membership rights are appurtenant, and action may be brought to foreclose any such lien.

ARTICLE 8. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE 9. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, to such organization or organizations as shall at the time qualify as exempt organizations under Section 528 of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE 10. REGISTERED AGENT AND OFFICE

The street address of the current registered office of the Corporation is 321 Finn Church Lane, McCall, ID 83638. The name of the Corporation's initial registered agent at such address is JERRY L. ROBINSON.

ARTICLE 11. MAILING ADDRESS FOR FUTURE CORRESPONDENCE

The mailing address for future correspondence of the Corporation shall be PO Box 3240, McCall, ID 83638.

ARTICLE 12. DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors, also referred to as the Board of Members. The Board of Directors shall consist of all of the Members of the Corporation whose voting rights have not been suspended pursuant to the terms of the Bylaws; provided, that if an entity is a Member, then a greater than 30% owner of the owning entity shall be specified as the Board Member for each Lot owned; or, if there are multiple owners of a single Lot, then a single individual who is an owner shall be specified as the Board Member for each Lot owned. There shall be one Director vote associated with each Lot for which there is a Membership with voting rights. The voting rights of Directors are further detailed in the Bylaws.

The name and mailing address of the persons constituting the current Board of Directors is attached at **Exhibit A.**

ARTICLE 13. AMENDMENT

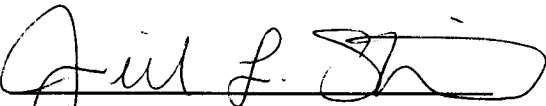
These Articles of Incorporation may be altered, amended, or new Articles adopted by the membership at any regular or special meeting called for that purpose by an affirmative vote of two-thirds (2/3) of the Members voting in person, by proxy, or by absentee ballot.

ARTICLE 14. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

IN WITNESS WHEREOF the undersigned (i) confirm that these Amended and Restated Articles of Incorporation shall replace and supersede all prior Articles of Incorporation of the Corporation, including but not limited to the Articles of Incorporation recorded with the Idaho County, Idaho Recorder as Instrument No. 378479 (collectively "**Original Articles**"); and, (ii) certify and attest that, in accordance with Section 13 of the Original Articles, the foregoing **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF COPENHAVER HOMEOWNERS' ASSOCIATION, INC.** has been approved by the membership by at least two-thirds (2/3) of the votes cast, with 19 Members eligible to vote, and 19 Members voting to approve, and 0 Members voting not to approve.

COPENHAVER HOMEOWNERS' ASSOCIATION, INC.

By: 

Print Name: Jill L. Strawn

Title: Chairperson

By: 

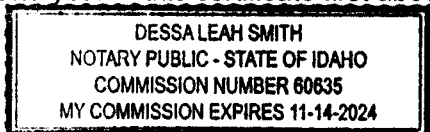
Print Name: Jerry L. Robinson

Title: Secretary

STATE OF IDAHO,)
)
 County of Valley) (ss

On this 29 day of June, 2022, before me, a Notary Public in and for said State, personally appeared Jill Derraine Starlin, **CHAIRPERSON** of the COPENHAVER HOMEOWNERS' ASSOCIATION, INC., known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same for and on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

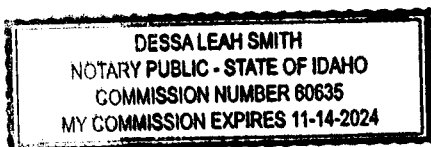


Dessa Leah Smith
 NOTARY PUBLIC FOR IDAHO
 My Commission Expires: 11-14-2024

STATE OF IDAHO,)
)
 County of Valley) (ss

On this 29 day of June 2022, 2022, before me, a Notary Public in and for said State, personally appeared Terry Lee Robinson, **SECRETARY** of the COPENHAVER HOMEOWNERS' ASSOCIATION, INC., known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same for and on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Dessa Leah Smith
 NOTARY PUBLIC FOR IDAHO
 My Commission Expires: 11-14-2024

EXHIBIT A
Current Board of Directors (aka Board of Members)

Lot #	Board Member Name	Owner Name if Different Than Board Member	Address
1 & 2	Jerome W. McCauley	McCauley Trust	290 Alta Vista Dr. McCall, ID 83638
3	N/A	Peter Lobb	403 E. Carbonate St. Haley, ID 83333
4	N/A	Stephen M. Wright	PO Box 1696 McCall, ID 83638
5,6 & 22	Jeffry T. LeFore		53588 West Crocket Road Milton Freewater, OR 97862
7&8	Steven A. Saleen		25 Heidi Lane Horseshoe Bend, ID 83629
9 & 10	Brian Howard		5158 S. Surprise Way #203 Boise, ID 83716
11,12,13 & 14	Bob Dodge or Alberta Smith	South Fork Adventures	<u>Dodge:</u> PO Box 209 McCall, ID 83638 <u>Smith:</u> 10882 Silver Sage Lane Payette, Idaho 83661
15	Jill Startin	Robinson Trust	4441 S. Mack Road Spokane, WA 99224
16	Dave Dewey or Gary Swain	Dave Dewey & Gary Swain	<u>Dewey:</u> Grangeville, ID <u>Swain:</u> 13675 Farm To Market Rd McCall, ID 83638
18	Barbara Pile	Pile Trust	13686 Farm To Market Rd McCall, ID 83638
19	Scott Acker		PO Box 70 McCall, ID 83638
20 & 21	Terry Gestrin		PO Box 399 Donnelly, ID 83615
23	N/A	Orland Badley	212 E. Spring St, Apt 6 Cascade, ID 83611
24	N/A	Dietrich-Flinders LLC	890 Pauline Drive Clarkston, WA 99403