

C151520

ARTICLES OF INCORPORATION
OF
FLYWAY PARK PROPERTY OWNERS ASSOCIATION, INC.

IDAHO SECRETARY OF STATE
10/30/2003 05:00
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SECRETARY OF STATE
STATE OF IDAHO

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

ARTICLE 1. NAME:

The name of the corporation shall be FLYWAY PARK PROPERTY OWNERS ASSOCIATION, INC. This corporation is a nonprofit corporation.

ARTICLE 2. DURATION:

The duration of this corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS:

The purposes for which the corporation is organized are to provide an entity for the maintenance, preservation and control of the common areas within Flyway Park Subdivision, a commercial subdivision in Ada County, Idaho; to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and any other activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. Without limiting the foregoing, it is expressly provided hereby that:

- (a) The corporation shall exercise all of the powers and privileges and perform all of the duties and obligations of the corporation as set forth in the Declaration of Covenants and Restrictions (hereinafter "Declaration") applicable to the property and recorded or to be recorded in the Office of the Ada County Recorder, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set out at length.
- (b) The corporation shall fix, levy, collect and enforce payment by any lawful means, all charges or assessments, periodic or special, authorized to be made under the Declaration.

ARTICLE 4. MEMBERSHIP:

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the corporation, including contract sellers, shall be a member of the corporation. 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 lot which is subject to assessment

by the corporation.

ARTICLE 5. VOTING RIGHTS:

There shall be a total of 100,000 votes in the Association for all property within Flyway Park Subdivision. Votes shall be apportioned pro-rata to Members based upon the number of square feet of property owned by the Member.

ARTICLE 6. REGISTERED OFFICE AND AGENT:

The address of the initial registered office of this corporation is 6434 W. Gowen Rd., Boise, ID 83709, and the name of its initial registered agent at such address is Monte C. McClure.

ARTICLE 7. DIRECTORS:

The number of directors of this corporation shall be fixed by the bylaws and may be increased from time to time in the manner specified therein. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify, or unless they resign or are removed, are:

Monte C. McClure, 6434 W. Gowen Rd., Boise, ID 83709
Joseph M. McClure, 6434 W. Gowen Rd., Boise, ID 83709
D. Thomas Stillwaugh, 6434 W. Gowen Rd., Boise, ID 83709

ARTICLE 8. INCORPORATOR:

The name and address of the incorporator are as follows:

Monte C. McClure
6434 Gowen Road
Boise, ID 83709

ARTICLE 9. AMENDMENT OF ARTICLES AND BYLAWS:

These Articles may not be amended without at least 60% of the membership votes being case in support of such amendment.

ARTICLE 10. DISSOLUTION:

Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes.

ARTICLE 11. LIMITATION OF LIABILITY:

A director of this corporation shall not be personally liable to this corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for

any breach of the director's duty of loyalty to this corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 30-322 or Section 30-1-48, Idaho Code, or (iv) for any transaction from which the director derived any improper personal benefit. If the Idaho Business Corporation Act or the Idaho Nonprofit Corporation Act (collectively the "Acts") are amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Acts as so amended. Any repeal or modification of this Article 11 by the members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

EXECUTED in duplicate this 29th day of October, 2003, by the undersigned incorporator.


Monte C. McClure