

FILED EFFECTIVE**ARTICLES OF INCORPORATION**

2014 DEC -3 PM 2: 15

OFSECRETARY OF STATE
STATE OF IDAHO**G & G INVESTMENTS COMMERCIAL DEVELOPMENT OWNERS ASSOCIATION,
INC.****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 I
NAME**

The name of the corporation shall be G & G Investments Commercial Development Owners Association, Inc. (hereinafter, the "**Corporation**").

**ARTICLE II
TERM**

The period of existence and duration of the life of this Corporation shall be perpetual.

**ARTICLE III
NON-PROFIT**

This Corporation shall be a non-profit, membership corporation.

**ARTICLE IV
REGISTERED AGENT**

The location and street address of the initial registered office of this Corporation shall be 26358 Sand Road, Parma, ID 83660, and Brock Obendorf is hereby appointed the initial registered agent of the Corporation.

**ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION**

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Corporation is formed are to provide for maintenance and for certain regulations of the use of the Parcels and Common Areas located or to be located in G&G Investments Commercial Development Subdivision according to the plat thereof recorded or to be recorded in the official records of Canyon County, Idaho (the "Subdivision"), which Parcels and Common Areas are a portion of the real property ("Property") covered by the Declaration of Covenants, Conditions, Restrictions, and Easements for G & G Investments Commercial Development Subdivision, as amended, recorded or to be recorded in the official

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records of Canyon County, Idaho (the "Declaration"); and to promote the health, safety and welfare of the residents within the Subdivision; and for this purpose to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration as 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 of all charges or assessments pursuant to the terms of the Declaration and all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation;

(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 Corporation under the limitations imposed by the Declaration;

(D) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Non-Profit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in the Bylaws and the Declaration and the amendments and supplements thereto.

ARTICLE VI MEMBERSHIP

Each person or entity holding fee simple interest of record to a Parcel which is a part of the Property or a fee simple interest of record to a Parcel which has been annexed into the Subdivision and made a part of the Property subject to the Declaration, and sellers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Parcel located in the Subdivision.

ARTICLE VII VOTING RIGHTS

The Corporation shall have two classes of voting membership:

(A) Class A. The Class A Members shall be all Owners of Parcels within the Subdivision and the Owners of all Parcels annexed into the Subdivision at a later date, with the exception of Declarant, and shall be entitled to one (1) vote for each Parcel. When more than one Person holds an interest in any Parcel, such Persons shall appoint one such Person as representative and proxy to cast the vote for the membership associated with such Parcel. If no such representative has been designated by such Owners in writing to the board, then the membership associated with such Parcel shall be deemed to have abstained from voting.

(B) Class B. The Class B Member shall be Declarant, and shall be entitled to twenty (20) votes for each Parcel owned by Declarant in the Subdivision. The Class B Member shall cease to be a Member in the Association when the Class B Member owns no property in the Subdivision.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Corporation 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 Corporation, but in no event shall the 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:

Bud Bowman	29309 Parma Road Parma, ID 83660
Lisa Bowman	29309 Parma Road Parma, ID 83660
Brock Obendorf	26358 Sand Road Parma, ID 83660

ARTICLE IX ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the Declaration and as set forth in the Bylaws of the Corporation.

ARTICLE X BYLAWS

The Bylaws of this Corporation may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of a majority of each class of Members. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the Corporation, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declaration.

ARTICLE XI DISSOLUTION

The Corporation may be dissolved at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of each class of Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the real property and other assets of the Corporation shall be: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation

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; or (iii) distributed to the Owners of Parcels to be held by them as tenants in common in proportion to the number of Parcels owned by each Owner within the Subdivision. The determination of the liquidating distribution of the real property and other assets of the Corporation as provided above, shall be determined by vote of a majority of the Owners of Parcels as part of the Member vote on dissolution.

ARTICLE XII AMENDMENTS

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of each class of Members and, if required by the Declaration, the consent of holders of first mortgages on Parcel(s) who have requested of the Corporation in writing to provide them notice of proposed action which affects their interests. No amendment which is inconsistent with the provisions of the Declaration shall be valid.


ARTICLE XIII MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration including, without limitation, "Articles", "Assessments", "Association," "Board," "Bylaws," "Common Area," "Declarant," "Member," "Owner" "Parcel," and "Property."

ARTICLE XIV INCORPORATION

T. Hethe Clark, 251 E. Front Street, Suite 200, P.O. Box 639, Boise, Idaho 83701, shall be the incorporator of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of December, 2014.


T. Hethe Clark, Incorporator

IDAHO SECRETARY OF STATE

12/03/2014 05:00

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1@ 30.00 = 30.00 INC NONP #2

1@ 20.00 = 20.00 NON EXPEDI #3