

**ARTICLES OF INCORPORATION  
OF**

**WILD ROSE ESTATES – PHASE NO. 4 HOMEOWNERS ASSOCIATION, INC.**

*For Office Use Only*

**-FILED-**

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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 30, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be Wild Rose Estates – Phase No. 4 Homeowners 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 621 North College Road, Suite 100, Twin Falls Idaho 83301, and Gerald Martens 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 certain regulations of the use and architectural control of the Lots and Common Areas located or to be located in Wild Rose Estates – Phase 4 according to the plat thereof recorded in the official records of Twin Falls County, Idaho, as Instrument No. 2015-014545 on August 26, 2015, in book 25 of Plats, page 2 more particularly described as: Wild Rose Estates Subdivision No. 4, Twin Falls County, Idaho located in a portion of SE1/4, Section 6, Township 10 S, Range 18 E, Boise Meridian (the “**Subdivision**”), which Lots and Common Areas are a portion of the real property (“**Property**”) covered by the Declaration of Covenants, Conditions and Restrictions of

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Wild Rose Estates, Phase 4, as amended, recorded or to be recorded in the official records of Twin Falls County, Idaho, including as Instrument No. 2016000605 on January 13, 2016 (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) 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) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall comply with the requirements of the Declaration; and

(F) 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 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 Lot which is a part of the Property or a fee simple interest of record to a Lot 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 Lot 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 the Members of the Association who are all Owners of Lots, with the exception of the Declarant so long as the Declarant is the Class B Member. The Class A Members shall be non-voting Members of the Association until the Class B Member Termination Date. After the Class B Member Termination Date, each Class A Member shall be entitled to one (1) vote for each Lot owned and when more than one (1) person holds an interest in a Lot, all such persons shall be Class A Members and the vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot owned by a Class A Member.

(B) Class B. The "Class B Member" shall be the Declarant. The Class B Member shall be the only voting Member of the Association until the Class B Member Termination Date. After the Class B Member Termination Date, the Class B Member voting rights shall cease and be converted to Class A membership and Class A voting rights. The Declarant may assign and transfer its Class B membership and Class B voting rights to a successor in title to any portion of the Property in a writing recorded in the records of Twin Falls County, Idaho.

## ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of two <sup>3</sup>(2) Directors, who need not be Members of the Corporation. 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 two (2). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Gerald Martens	621 North College Road, Suite 100 Twin Falls, Idaho 83301
Ken Stutzman	925 Justice Grade Hagerman, ID 83332
Mandi Riddle	P.O. Box 5608 Twin Falls, ID 83303

## ARTICLE IX ASSESSMENTS

Each Member, but specifically excluding Declarant, 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

Until the Class B Member Termination Date, the Bylaws may be amended by an instrument signed by the Directors only and attested by the Secretary of the Corporation. Thereafter, 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 Lots to be held by them as tenants in common in proportion to the number of Lots 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 Lots as part of the Member vote on dissolution.

## **ARTICLE XII AMENDMENTS**

Until the Class B Member Termination Date, these Articles of Incorporation may be amended by an instrument signed by the Directors only and attested by the Secretary of the Corporation. Thereafter, 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 Lot(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," "Lot," "Bylaws," "Common Area," "Declarant," "Member," "Owner" and "Property."

## **ARTICLE XIV INCORPORATION**

Tara Martens Miller, 251 E. Front Street, Suite 200, P.O. Box 639, Boise, Idaho 83701, shall be the incorporator of the Corporation.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18<sup>th</sup> day of November, 2019.

  
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Tara Martens Miller, Incorporator