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ARTICLES OF INCORPORATION

OF

KOOTENAI TOWNHOMES OWNERS ASSOCIATION, INC.

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 30, Idaho Code, as amended from time to time, does hereby certify, declare and adopt the following Articles of Incorporation (“**Articles**”):

ARTICLE I

NAME

The name of the corporation shall be Kootenai Townhomes Owners Association, Inc. (the “**Association**”).

ARTICLE II

TERM

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

ARTICLE III

NONPROFIT

The Association shall be a nonprofit, membership corporation.

ARTICLE IV

ADDRESS; REGISTERED AGENT

The initial location and street address of the Association shall be 1513 Johnson Ferry Rd., Ste. T20, Marietta, Georgia 30062. Kevin Cablik, whose address is 2211 N. 17th St., Boise, Idaho 83702, is hereby appointed the initial registered agent of the Association.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Association is formed are to exercise all of the powers and privileges and perform all of the Association’s duties and obligations as set forth in the Declaration of Covenants, Conditions and Restrictions for the Kootenai Townhomes, now or hereinafter recorded in the real property records of Ada County, Idaho, as it may be amended and supplemented from time to time (the “**Declaration**”), and the Project Documents identified therein. All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Declaration. Without limiting the

generality of the first sentence of this ARTICLE V, the Association's powers, include, without limitation, the following:

- (A) To 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 Association;
- (B) To 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 Association under the limitations imposed by the Declaration;
- (C) To borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (D) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall comply with the requirements of the Declaration; and
- (E) To 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, the Declaration, the Project Documents and any amendments and supplements thereto.

ARTICLE VI MEMBERSHIP

During the existence of this corporation, every Owner, including Declarant, shall be a Member of the Association. No Owner shall have more than one membership in the Association for each Lot owned.

ARTICLE VII VOTING RIGHTS

The Association shall have two (2) classes of memberships:

- (a) Class A Members. Class A Members shall be the Owners of the Lots, with the exception of the Declarant for so long as the Class B Member exists. Upon the Class B Member Termination Date (defined below), at all meetings of the Association each Member will be entitled to one (1) vote for each Lot owned by such Member.
- (b) Class B Member. Declarant shall be the Class B Member, and shall be the sole voting member of the Association entitled to vote the collective voting power of the Association until the Class B Member Termination Date. The Class B Member shall cease to exist upon the earlier to occur of the following: (i) Declarant owns less than five percent (5%) of the Lots within the Property; (ii) Declarant informs the Board, in writing, that Declarant no longer wishes to exercise its rights as the Class B Member; or (iii) five (5) years following the date the first Lot within the Property is conveyed by Declarant. This date may be referred to herein as the "**Class B Member Termination Date.**"

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Association shall be controlled by a board of directors (the “**Board**”) to carry out all of the powers and duties of the Association as set forth herein, and shall be selected as follows:

(a) Selection of Directors Prior to Class B Member Termination Date. Until the Class B Member Termination Date, the Board shall consist of not less than three (3) directors nor more than seven (7) directors appointed by the Class B Member in the Class B Member’s discretion. The Class B Member shall have the right to remove and replace any director, with or without cause, in the Class B Member’s discretion at all times prior to the Class B Member Termination Date. The Class B Member shall have the right to fill all director vacancies at all times prior to the Class B Member Termination Date. The names and addresses of the Persons who are to act in the capacity of directors until the selection of their successors are as follows:

Kevin Cablik	2211 N. 17 th St. Boise, Idaho 83702
Anna Cablik	1513 Johnson Ferry Rd., Ste. T20 Marietta, Georgia 30062
Elizabeth Cablik	1513 Johnson Ferry Rd., Ste. T20 Marietta, Georgia 30062

(b) Selection of Board After the Class B Member Termination Date. Subsequent to the Class B Member Termination Date, the Board shall be elected by a majority of the Members of the Association. The number of directors within the range set forth in subsection (a) above shall be established by resolution of the Board. The number of directors outside the range set forth in subsection (a) above may be changed by amendment of the Bylaws, but in no event shall the number be less than three (3).

ARTICLE IX ASSESSMENTS

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

ARTICLE X BYLAWS

The Bylaws may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative vote of more than two-thirds (2/3) of the total voting power in the Association. The Members acknowledge and agree that Declarant’ controls one hundred percent (100%) of the voting power of the Association until the Class B Member Termination Date. 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 Association, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declaration.

ARTICLE XI
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 vote of more than two-thirds (2/3) of the total voting power in 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 nonprofit 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).

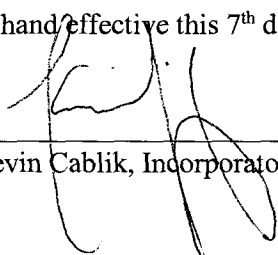
ARTICLE XII
AMENDMENTS

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative vote of more than two-thirds (2/3) of the total voting power of the Association as cast by the Members, and, if required by the Declaration, the consent of holders of first mortgages on Lot(s) who have requested in writing that the Association provide them notice of proposed actions which affect their interests. No amendment which is inconsistent with the provisions of the Declaration or the Project Documents shall be valid.

ARTICLE XIII
INCORPORATION

Kevin Cablik is the incorporator of the Association.

IN WITNESS WHEREOF, I have hereunto set my hand effective this 7th day of May, 2019.



Kevin Cablik, Incorporator