

**ARTICLES OF INCORPORATION
OF
12 OAKS PROPERTY MANAGEMENT ASSOCIATION, INC.**

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The undersigned, acting as the incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act (the "Act"), adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the nonprofit corporation is: 12 OAKS PROPERTY MANAGEMENT ASSOCIATION, INC. (hereinafter called "**Association**").

**ARTICLE II
NONPROFIT STATUS**

The Association is a nonprofit corporation.

**ARTICLE III
DURATION**

The period of duration of the Association is perpetual.

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

1. The nature of the business and the objective and purpose of the Association are:

(a) The Association shall be a nonprofit corporation established for the purpose of operating and maintaining the common areas and accomplishing such other tasks for the common benefit of Twelve Oaks Centre Subdivision (the "**Center**"), as provided in that certain Declaration of Covenants, Conditions, Easements, and Restrictions for Twelve Oaks Business Center, recorded in the Official Records of Ada County, Idaho, as Instrument No. 2023-037332 on June 29, 2023, as the same may be amended from time to time (the "**Declaration**"). Any capitalized term herein shall have the same meaning and definition as set forth in the Declaration, unless specifically indicated to the contrary herein.

(b) The Association shall be in the nature of a Management Body, as defined in Section 55-1503, Idaho Code.

(c) The Association shall have and exercise any and all powers, rights and privileges which a nonprofit corporation organized under the Act may by law now or hereafter have or exercise, subject only to limitations contained in the Declaration and any Bylaws of the Association (the "**Bylaws**") as may be adopted by the Association.

The foregoing clauses are to be construed both as objectives and powers. As hereby expressly provided, an enumeration herein of the objectives, powers, and purposes shall not be held to restrict in any manner the general powers of the Association. The Association shall have the power to do all acts that are necessary and convenient to obtain the objectives and purposes herein set forth to the same extent and as fully as any natural person could or might do within the framework of these Articles of Incorporation and the nonprofit corporation laws of Idaho.

**ARTICLE V
BOARD OF DIRECTORS**

The affairs of the Association shall be managed by the Board of Directors of the Association (the "**Board**"). Pursuant to Idaho Code § 30-30-603(1), the Board shall consist of not fewer than three (3) individuals

(the “**Directors**”), with the number specified in or fixed in accordance with the Articles or the Bylaws. Pursuant to Idaho Code § 30-30-205(1)(a), the names and addresses of the initial Directors are:

Raffi Kassardjian
821 S Cove Ln
Nampa, ID 83686

Brent Heaton
7821 South Powerline
Nampa, ID 83686

Michael J. Shideler
1307 SE 9th Drive, Unit 311
Battle Ground, WA 98604

After incorporation, these initial Directors shall hold an organizational meeting to complete the organization of the Association by appointing officers, adopting Bylaws and carrying on any other business brought before the meeting.

**ARTICLE VI
PRINCIPAL OFFICE AND REGISTERED AGENT**

The initial principal office and mailing address of the Association is 12 OAKS PROPERTY MANAGEMENT ASSOCIATION, INC., c/o Brent Heaton, 7821 South Powerline, Nampa, ID 83686. The initial registered agent of the Association is Brent Heaton, 7821 South Powerline, Nampa, ID 83686. The Registered Agent and the location and principal office of the Association may be changed at any time by the Board.

**ARTICLE VII
INCORPORATOR**

The incorporator’s name and address:

Brian L. Ballard, Esq.
Hawley Troxell Ennis & Hawley, LLP
877 W. Main St. Suite 200
PO Box 1617
Boise, ID 83701-1617

**ARTICLE VIII
MEMBERSHIP**

Every person or entity who is a record owner (“**Owner**”), whether one or more persons or entities, of a fee simple title to any Parcel as defined in the Declaration and which is subject by the Declaration to assessment by the Association, including contract sellers, shall be a member of the Association (“**Member**”). Membership shall be appurtenant to and may not be separated from ownership of any Parcel which is subject to assessment by the Association.

**ARTICLE IX
VOTING RIGHTS**

The authorized number and qualifications of Members, the different classes of Members, if any, the property, voting, and other rights and privileges of Members, and their liability for assessments and the method of collection thereof, shall be as set forth in the Declaration and/or the Bylaws. The Association has voting Members.

**ARTICLE X
LIABILITY FOR ASSESSMENTS**

Each Member shall be liable for the payment of assessments provided for in the Declaration and for the payment and discharge of the liabilities of the Association as provided for in the Declaration.

**ARTICLE XI
DISSOLUTION**

The Association may be dissolved as provided by law. Upon the dissolution of the Association, the Board shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner as the Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the Fourth Judicial District of the State of Idaho, in and for Ada County as said court shall determine.

**ARTICLE XII
NONPROFIT LIMITATIONS**

No part of the net earnings of the Association shall inure to the benefit of any Member or individual (other than by acquiring, constructing, or providing management, maintenance, and care of property held by the Association, commonly held by the Members of the Association, or located in the Center and owned by Members of the Association, and other than by a rebate of excess membership dues, fees, or assessments).

**ARTICLE XIII
BYLAWS**

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

**ARTICLE XIV
AMENDMENTS**

Amendments of these Articles by the Directors is controlled by Idaho Code §§ 30-30-701 and 30-30-702; amendments of this Articles by the Members is controlled by Idaho Code § 30-30-703(1)(b) which requires the approval of the Members by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less; provided, however, that so long as Declarant (as defined in the Declaration) is an Owner of a Parcel, any amendment to these Articles shall require Declarant's written approval.

**ARTICLE XV
MEANING OF TERMS**

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are ascribed to such terms in the Declaration

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation this 18th day of July, 2024.


Brian L. Ballard