

B0652-3657 10/29/2021 8:19 AM Received by ID Secretary of State Lawrence Denney

# ARTICLES OF INCORPORATION

OF

NORTH BAJA ESTATES HOMEOWNERS' ASSOCIATION

For Office Use Only

**-FILED-**

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KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a natural person of full age and a citizen of the United States of America, acting as Incorporator of a non-profit corporation, ("Association"), and pursuant to the Idaho Nonprofit Corporation Act, ("Act"), Idaho Code 30-30-101, et seq., have adopted the following Articles of Incorporation for such Association and do hereby declare:

## ARTICLE I. NAME

The name of the Association is the "North Baja Estates Homeowners' Association, Inc."

## ARTICLE II. DEFINITIONS

For the purpose of these Articles, the following words and terms shall be accorded the following definitions:

Annexation: The process by which additional tracts or parcels of land, if any, not described in the real property covered by the Master Declaration are made part of the North Baja Estates Subdivision and subjected to the Master Declaration.

Articles: These Articles of Incorporation, including any amendments thereto duly adopted.

Assessments: Payments required of Members of the Association, including Regular, Special or Limited Assessments as provided in the Master Declaration.

Association: North Baja Estates Homeowners Association, Inc., an Idaho non-profit corporation.

Board: The duly elected and qualified Board of Directors of the Association.

Lot: A portion of the North Baja Estates Subdivision which is designated as a lot on the plat for the subdivision filed in Book 7 of Plats at Page 64, and recorded as Instrument Number 436995, records of Payette County, Idaho.

Master Declaration: The Master Declaration of Covenants, Conditions, Restrictions for the North Baja Estates Subdivision filed in the Office of the Payette County Recorder as Instrument No. 438226, including any amendments thereto duly adopted and recorded.

Member: Any person who is an Owner of a Lot within the North Baja Estates Subdivision.

Owner: A person or persons or other legal entity or entities, including J. Nuno Construction, LLC, holding fee simple title to any real property in the North Baja Estates Subdivision, including contract sellers, but excluding those having such interest merely as security for the performance of

an obligation, but including any holder of a Mortgage or beneficiary under a Deed of Trustor other security holder in actual possession of any real property as a result of foreclosure or otherwise, and any person taking title through such security holder, by purchase at foreclosure sale or otherwise.

**ARTICLE III.  
REGISTERED OFFICE AND AGENT**

The location of the Association's initial registered office in this State is 24009 Wagner Road, Caldwell, Idaho 83607. The registered office of the Association may be relocated to such other place as may be determined by the Board. The name of the initial registered agent of the Association at such address is Jamie Alberto Nuno.

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

This Association does not contemplate pecuniary gain or profit for itself or its Members. The specific purposes for which the Association is formed are to provide preservation and architectural control of the residential lots and common areas within the North Baja Estates Subdivision. Also, to promote the health, safety and welfare of the residents within the above-described real property.

The Association shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes set forth in this Articles and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other law or by these Articles.

The Association shall have the right to exercise all of the powers and privileges and to perform all of the duties and obligations of the Grantor as set forth in the Master Declaration recorded in the office of the County of Recorder of Payette County, Idaho, and as the same may be amended from time to time as therein provided, said Master Declaration being incorporated herein as if set forth at length.

The Association may fix, levy and collect payment of dues, to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

The Association may 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.

The Association may borrow money and, with the assent of two-thirds (2/3) of the Members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurring.

The Association may dedicate, sell or transfer all or any part of any common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument hasbeen signed by two-thirds (2/3) of the Members agreeing to such dedication, sale or transfer.

The Association may 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 have the assent of two-thirds (2/3) of the Members.

The Association shall have to right to exercise any and all powers, rights and privileges under the Act as it now exists or may hereafter be amended.

**ARTICLE V.  
MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to covenants of record or the Master Declaration is hereby a Member of the Association. 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 covenants of record or the Master Declaration.

**ARTICLE VI.  
VOTING RIGHTS**

The Association shall have two (2) classes of voting Membership as follows:

Class A: Class A Members, which shall not include J. Nuno Construction, LLC, an Idaho limited liability, during the period when J. Nuno Construction, LLC is a Class B Member. Each Class A Member shall be entitled to one (1) vote for each Lot owned.

Class B: The sole Class B Member shall be J. Nuno Construction, LLC, an Idaho limited liability, who shall be entitled to six (6) votes for each Lot owned. The Class B Membership shall cease and be automatically converted to Class A Membership and voting (one Class A Membership for each Lot then owned) upon the happening of either of the following events, whichever occurs first: (i) When the total votes outstanding in Class A Membership equal or exceed the total votes outstanding in the Class B Membership; or (ii) July 1, 2031.

**ARTICLE VII.  
BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors consisting of three (3) persons. Directors are not required to be Members of the Association. The number of directors may be changed by amendment to either these Articles or the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors and who constitute the Association's initial directors are:

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| <b>NAME</b>        | <b>ADDRESS</b>                        |
|--------------------|---------------------------------------|
| Jaime Nuno         | 24009 Wagner Road, Caldwell, ID 83607 |
| Jaime Alberto Nuno | 24009 Wagner Road, Caldwell, ID 83607 |
| Eduardo Silva      | 24009 Wagner Road, Caldwell, ID 83607 |

Directors may be elected at annual or special meetings of the Membership.

#### **ARTICLE VIII. DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed or assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

#### **ARTICLE IX. DURATION**

The Association shall exist perpetually.

#### **ARTICLE X. EXEMPTION**

This Association is a corporation intended to be classified as a 'homeowners association' which, pursuant to §528 of the Internal Revenue Code of 1954, as amended, is considered an organization exempt from income taxes for the purposes of any law which refers to organizations exempt from income taxes. Further, this Association is a residential real estate management association organized and operated to provide for the acquisition, construction, management, maintenance and care of property owned by the Association. All provisions of these Articles shall be interpreted in accordance with the provisions of §528 of the Internal Revenue Code of 1954, as amended, and in case of a conflict between that or other applicable sections, any provision of these Articles so in conflict with either shall be interpreted to be consistent with that provision of the Internal Revenue Code.

#### **ARTICLE XI. BYLAWS**

The Board shall have the right to make, adopt and amend Bylaws for the Association, consistent with existing law and consistent with these Articles and the Master Declaration, for the government of the affairs of the Association and the management of its properties.

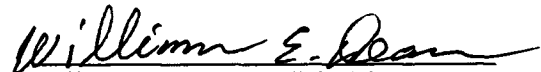
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**ARTICLE XII.  
AMENDMENTS**

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the Membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 22 day of October 2021.

**INCORPORATOR:**



William Dean, ISB# 5238

Attorney at Law

5700 East Franklin Rd., Ste. 250

Nampa, ID 83687

(208)466-8700