

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**MOONBEAM HOMEOWNERS ASSOCIATION, INC.**

STATE OF IDAHO  
SECRETARY OF STATE  
02/23/2003 09:57:00  
CL: 16734 BR: 665154  
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In compliance with the requirements of Idaho Code, Title 30, Chapter 3, the undersigned, a resident of Idaho and of full age, for the purpose of forming a corporation not for profit hereby certify:

**Article I**

The name of the corporation is Moonbeam Homeowners Association, Inc. (hereinafter called the "Association").

**Article II**

The principal office of the Association is located at 7107 West McMullen Street, Boise, Idaho, 83709.

**Article III**

James Gibson, whose address is 7107 West McMullen Street, Boise, Idaho, 83709, is hereby appointed the initial registered agent of this Association.

**Article IV**

**Purposes and Powers of the Association**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of that certain tract of property located in Ada County, Idaho, described as:

Moonbeam Subdivision, according to the official plat thereof, filed in Book 85, Pages 9599 and 9600, Records of Ada County, Idaho;

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. In furtherance thereof, the Association shall have the power to:

(a) Exercise all of the power and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the "Declaration") applicable to the property and recorded or to be recorded in the office of the Ada County Recorder, Ada County, Idaho, and as the same may be 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, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith

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and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or government charges levied or imposed against the property of the Association;

(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 Association;

(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 on 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 areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members.

(f) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

#### Article V

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be 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 assessment by the Association.

#### Article VI

The Association shall have two (2) classes of voting membership; however, all votes shall be equal.

Class A: Class A Members shall be all Owners, with the exception of the Declarant (during the period when the Declarant is a Class B Member). Each Class A Member shall be entitled to one (1) vote for each Lot owned. When more than one (1) person is an Owner of a Lot, all such persons shall be Members. 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.

Class B: The sole Class B Member shall be the Declarant (as defined in the Declaration), who shall be entitled to three (3) votes for each Lot owned. So long as Declarant continues to own Lots, Class B membership shall cease and be converted automatically to Class A memberships (one Class A membership for each Lot owned) upon the happening of either of the following events, whichever occurs later:

(a) When the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership; or

(b) On January 15, 2012.

#### **Article VII**

The affairs of this Association shall be managed by a Board of three (3) Directors, until the first annual meeting of the members. The number of directors may be changed by amendment of the Bylaws of the Association. Names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

James Gibson  
7107 West McMullen Street  
Boise, Idaho 83709

Christopher Findlay  
4720 Emerald  
Boise, Idaho 83706

William Guhrke  
9601 W. State Street  
Boise, Idaho 83703

#### **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 each class of 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 and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

#### **Article IX**

##### **Incorporation**

The name and address of the incorporator of this corporation is James Gibson, 7107 West McMullen Street, Boise, Idaho, 83709.

#### **Article X**

##### **Duration**

The corporation shall exist perpetually.

#### **Article XI**

##### **Amendments**

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

**Article XII**

**FHA/VA Approval**

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties; mergers and consolidations; mortgaging of common area; dedication of common area; dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purposes of forming this Corporation under the laws of the State of Idaho, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 26 day of FEBRUARY, 2003.

  
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JAMES GIBSON