

2014 SEP 25 PM 3: 14

ARTICLES OF INCORPORATION

SECRETARY OF STATE  
STATE OF IDAHO

OF

EAST VALLEY COMMUNITY 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 Idaho Nonprofit Corporations Act (Title 30, Chapter 3, Idaho Code), does hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation shall be East Valley Community 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  
REGISTERED AGENT

The location and street address of the initial registered office of the Association shall be 601 W. Bannock Street, Boise, Idaho 83702, and Givens Pursley Corporate Services LLC is hereby appointed the initial registered agent of the Association.

ARTICLE V  
PURPOSE AND POWERS OF THE ASSOCIATION

The Association is formed to exercise all powers and privileges, and to perform all of the duties and obligations, of the Association as set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for the East Valley Community recorded in the official records of Ada County, Idaho as Instrument No. 2014-078204 as amended or supplemented

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from time-to-time (the “**Declaration**”), which are incorporated by this reference as if fully set forth herein. Capitalized terms used and not defined in these Articles have the meanings set forth in the Declaration. The Association does not contemplate pecuniary gain or profit to the Owners thereof.

ARTICLE VI  
MEMBERSHIP

Every Owner in the Community shall be a member of the Association and shall have one membership for each Lot in the Community owned by such Owner.

ARTICLE VII  
VOTING RIGHTS

Each Owner will be entitled to one (1) vote for each Lot owned by such Owner, subject to Grantor’s rights during the Initial Development Period (as set forth in the Declaration).

ARTICLE VIII  
BOARD OF DIRECTORS

The affairs of the Association shall be managed and controlled by the Board of Directors (the “**Board**”). The Board shall consist of not less than three (3) directors and no more than five (5) directors. Directors need not be Owners. During the Initial Development Period, Grantor shall have the exclusive right to appoint, remove and replace directors at anytime and from time-to-time in Grantor’s sole discretion. After the Initial Development Period, the Owners shall have the right to appoint, remove or replace directors as provided in the Bylaws. Any vacancy on the Board may be filled by majority vote of the remaining Directors, through a special election at any meeting of the Board. The names and addresses of the persons who are to act in the capacity of initial directors until the selection of their successors are as follows:

James D. Conger	c/o Conger Management Group 1627 S. Orchard Street, Suite 24 Boise, Idaho 83705
Dianne Jossis	c/o Conger Management Group 1627 S. Orchard Street, Suite 24 Boise, Idaho 83705
Jake L. Centers	c/o Conger Management Group 1627 S. Orchard Street, Suite 24 Boise, Idaho 83705

ARTICLE IX  
ASSESSMENTS

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

ARTICLE X  
BYLAWS

The bylaws of the Association (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 fifty percent (50%) of the total voting power of the Association.

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 votes of no less than ninety percent (90%) of the total voting power of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the real and personal property 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

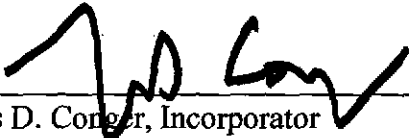
Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative vote of sixty-five percent (65%) or more of the total voting power of the Association. No amendment which is inconsistent with the provisions of the Declaration shall be valid.

ARTICLE XIII  
INCORPORATOR

The name and address of the incorporator of the Association is:

James D. Conger  
c/o Conger Management Group  
1627 S. Orchard Street, Suite 24  
Boise, Idaho 83705

EXECUTED as of this 24 day of September, 2014.

  
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James D. Conger, Incorporator

IDAHO SECRETARY OF STATE  
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