

B0697-0451 04/04/2022 4:50 PM Received by ID Secretary of State Lawrence Denney

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ESTRADA VILLAGE COMMUNITY ASSOCIATION, INC.

For Office Use Only  
**-FILED-**  
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KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, acting in the capacities indicated below and on behalf of Estrada Village Community Association, Inc., an Idaho nonprofit corporation (the "Association"), hereby certify as follows pursuant to Idaho Code Section 30-30-706:

- A. Immediately prior to the filing of the these Amended and Restated Articles of Incorporation of Estrada Village Community Association, Inc. (these "Articles"), the Corporation was governed by those certain Articles of Incorporation of Estrada Village Community Association, Inc. filed with the Idaho Secretary of State on August 23, 2021 (the "Original Articles").
- B. Immediately prior to the filing of these Articles, the Corporation had one voting class of one member, with such member entitled to cast fifty-five (55) votes.
- C. The number of votes in favor of adopting these Articles and the amendments set forth herein, either at a meeting at which a quorum was present or by unanimous written consent, was fifty-five (55).
- D. The number of votes against adopting these Articles and the amendments set forth herein, either at a meeting at which a quorum was present or by unanimous written consent, was zero (0).
- E. The Board of Directors ("Board") has approved these Articles and the amendments set forth herein.

The undersigned, for the purpose of amending and restating the Original Articles, do hereby certify, declare, and adopt the following Articles in accordance with Idaho Code Section 30-30-706. In accordance with Idaho Code Section 30-30-706(9), these Articles replace and supersede, in their entirety, the Original Articles.

ARTICLE I  
NAME

The name of the corporation is Estrada Village Community Association, Inc.

ARTICLE II  
TERM

The period of existence and duration of the life of the Association is perpetual.

ARTICLE III  
NONPROFIT

The Association is a nonprofit, membership corporation.

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ARTICLE IV  
REGISTERED AGENT

The location and street address of the initial registered office of the Association is 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 Estrada Village Community, as the same is now or hereinafter recorded in the official records of Ada County, Idaho, and as the same may be amended and supplemented from time to time according to its terms (the "**Declaration**"). The Declaration is 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 Members.

ARTICLE VI  
MEMBERSHIP & VOTING RIGHTS

During the existence of this corporation, every Owner, including Developer (so long as Developer owns a Lot), shall be a Member of the Association. No Owner shall have more than one membership in the Association for each Lot owned. The Association shall have two (2) classes of memberships as follows:

(a) Owner Members. "**Owner Members**" will be the Owners of the Lots, excluding the Developer until the Developer Member Termination Date (defined below). Prior to the Developer Member Termination Date, Owner Members are not entitled to vote. At all meetings of the Association after the Developer Member Termination Date, each Member will be entitled to one (1) vote for each Lot owned by such Member.

(b) Developer Member. The "**Developer Member**" is Developer, who will be the sole voting Member of the Association entitled to vote the collective voting power of the Association from the Effective Date through and including the Developer Member Termination Date (the "**Initial Development Period**"). The Developer Member will cease to exist as the Developer Member on the date Developer informs the Board in writing that Developer no longer wishes to exercise its rights as the Developer Member (the "**Developer Member Termination Date**"), but will otherwise continue to exist as a beneficiary of this Declaration and as an Owner Member if Developer owns any Lots.

ARTICLE VII  
BOARD OF DIRECTORS

The business and affairs of the Association will be managed by the Board of Directors (the "**Board**"). The Board will consist of three (3) directors or five (5) directors, and will initially consist of three (3) directors. Upon the vote or written consent of Members representing more than fifty percent (50%) of the total voting power in the Association, the number of directors may be increased to five (5), or decreased back three (3), as applicable under the circumstances. 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:

Stephanie Meyer 4824 W. Fairview Ave.  
Boise, Idaho 83706

Camie Laney 4824 W. Fairview Ave.  
Boise, Idaho 83706

James Neylan 4824 W. Fairview Ave.  
Boise, Idaho 83706

ARTICLE VIII  
DISSOLUTION

The Association will only be dissolved at a regular meeting, or a special meeting of the Association called for that purpose, by the affirmative votes of at least eighty-five percent (85%) 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 will 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 will 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).

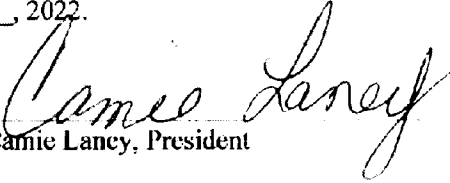
ARTICLE IX  
AMENDMENTS

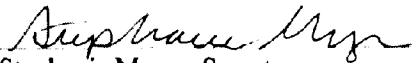
These Articles may be amended at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative vote of at least sixty-five percent (65%) of the total voting power of the Association, subject to Developers exclusive voting right during the Initial Development Period. No amendment that is inconsistent with the provisions of the Declaration will be valid.

*[Remainder of page intentionally left blank; signature page follows.]*

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IN WITNESS WHEREOF, the undersigned President and Secretary of the Association execute these Articles effective as of March 17, 2022.

  
Camie Lancy, President

  
Stephanie Meyer, Secretary