

**ARTICLES OF INCORPORATION
OF
BRODY SQUARE HOMEOWNERS 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 30, Idaho Code), does hereby certify, declare, and adopt the following Articles of Incorporation (“**Articles**”):

**ARTICLE I
NAME**

The name of the corporation is Brody Square Homeowners Association, Inc. (the “**Association**”).

**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.

**ARTICLE IV
REGISTERED AGENT**

The Association’s initial registered agent shall be Randal S. Clarno, whose address is 1861 S. Wells Ave., Ste. 200, Meridian, Idaho 83642. The Board may change the registered agent from time to time in the Board’s discretion.

**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 Brody Square 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.

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ARTICLE VI
MEMBERSHIP & VOTING RIGHTS

During the existence of this corporation, every Owner, including Grantor (so long as Grantor 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 Grantor until the Grantor Member Termination Date. Prior to the Grantor Member Termination Date, Owner Members are not entitled to vote. At all meetings of the Association after the Grantor Member Termination Date, each Member will be entitled to one (1) vote for each Lot owned by such Member.

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

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association is managed and controlled by the Board of Directors (the “**Board**”). The Board will consist of not less than three (3) directors and no more than five (5) directors. Directors need not be Owners. 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:

- | | |
|------------------|--|
| Randal S. Clarno | 1861 S. Wells Ave., Ste. 200.
Meridian, Idaho 83642 |
| Leslie Riley | 1861 S. Wells Ave., Ste. 200.
Meridian, Idaho 83642 |
| Meghan Smith | 1861 S. Wells Ave., Ste. 200.
Meridian, Idaho 83642 |

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 Grantor's exclusive voting right during the Initial Development Period. No amendment that is inconsistent with the provisions of the Declaration will be valid.

ARTICLE X
INCORPORATOR

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

Randal S. Clarno
1861 S. Wells Ave., Ste. 200
Meridian, Idaho 83642

IN WITNESS WHEREOF, these Articles are executed effective as of 4/28/22,
2022



Randal S. Clarno, Incorporator

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