

B0626-0630 07/26/2021 12:20 PM Received by ID Secretary of State Lawrence Denney

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

**ARTICLE I  
NAME**

The name of the corporation is Edington Commons Community 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 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 Edington Commons 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.<br>Boise, Idaho 83706 |
| Sophia Durham   | 4824 W. Fairview Ave.<br>Boise, Idaho 83706 |
| James Neylan    | 4824 W. Fairview Ave.<br>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

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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 Developer'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:

Sophia Durham  
4824 W. Fairview Ave.  
Boise, Idaho 83706

IN WITNESS WHEREOF, these Articles are executed effective as of July 21, 2021.

  
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Sophia Durham, Incorporator