



# ARTICLES OF INCORPORATION (Non-Profit)

(Instructions on back of application)

**FILED EFFECTIVE**

NOV 14 PM 12:40

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Secretary of State.

**Article 1:** The name of the corporation shall be:

The Streams at Two Rivers homeowners Association, inc.

**Article 2:** The purpose for which the corporation is organized is:

subdivision homeowners association

**Article 3:** The street address of the registered office is: 250 S. Beechwood # 120, Boise, Idaho 83709

and the registered agent at such address is: Dennis M. Baker

**Article 4:** The board of directors shall consist of no fewer than three (3) people. The names and addresses of the initial directors are:

Dennis M. Baker                      250 S. Beechwood # 120, Boise, Idaho 83709

David E. Sells                        250 S. Beechwood # 120, Boise, Idaho 83709

Daniel A. Torfin                     250 S. Beechwood # 120, Boise, Idaho 83709

**Article 5:** The name(s) and address(es) of the incorporator(s):

Dennis M. Baker - 250 S. Beechwood # 120, Boise, Idaho 83709

**Article 6:** The mailing address of the corporation shall be:

250 S. Beechwood # 120, Boise, Idaho 83709

**Article 7:** The corporation (  does  does not ) have voting members.

**Article 8:** Upon dissolution the assets shall be distributed:

dedicated to a public body or conveyed to a nonprofit organization with similar purpose

Signatures of all incorporators:

X Dennis M. Baker                      Dennis M. Baker  
Typed Name:

\_\_\_\_\_  
Typed Name:

\_\_\_\_\_  
Typed Name:

\_\_\_\_\_  
Typed Name:

\_\_\_\_\_  
Typed Name:

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE  
11/14/2003 05:00  
CK: 6312 CT: 174351 BH: 711739  
1 @ 30.00 = 30.00 INC NONP # 2

C 151726

No. <b>C 151726</b>	<b>Due no later than Nov 30, 2008</b> <b>Annual Report Form</b>		2. Registered Agent and Address <b>(NO PO BOX)</b>			
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FILING FEE IF                  RECEIVED BY DUE DATE</b>	1. Mailing Address: Correct in this box if needed. STREAMS AT TWO RIVERS HOMEOWNERS ASSOCIATION, INC. (THE) 9601 W. STATE STREET SUITE 203 BOISE ID 83714		DEVELOPMENT SERVICES INC 9601 W STATE ST STE 203 BOISE ID 83714			
4. Corporations: Enter Names and Business Addresses of President, Secretary, Directors and(optional) Treasurer.			3. <u>New</u> Registered Agent Signature: *			
Office Held DIRECTOR TREASURER SECRETARY PRESIDENT	Name CZ BROWN DICK LEHOSIT ROBIN OLIVER JACK OWSLEY	Street or PO Address 9601 W. STATE STREET SUITE 203 9601 W. STATE STREET SUITE 203 9601 W. STATE STREET SUITE 203 9601 W. STATE STREET SUITE 203	City BOISE BOISE BOISE BOISE	State ID ID ID ID	Country USA USA USA USA	Postal Code 83714 83714 83714 83714
5. Organized Under the Laws of:  <b>ID</b> <b>C 151726</b>	6. Annual Report must be signed.* Signature: Georgia Mackley Name (type or print): Georgia Mackley Date: 09/17/2008 Title: Project Manager					
Processed 09/17/2008		* Electronically provided signatures are accepted as original signatures.				

**ARTICLES OF INCORPORATION  
OF  
THE STREAMS AT TWO RIVERS  
HOMEOWNERS ASSOCIATION, INC.**

\* \* \* \* \*

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME: The name of the corporation shall be The Streams at Two Rivers Homeowners Association, Inc. This corporation is a nonprofit corporation.

ARTICLE 2. DURATION: The duration of this corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS: The purposes for which the corporation is organized are to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and any other activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. Without limiting the foregoing, it is expressly provided hereby that:

- (a) The corporation shall exercise all of the powers and privileges and perform all of the duties and obligations of the corporation as set forth in the Sixth Supplement to the Declaration of Covenants, Conditions and Restrictions of Two Rivers Subdivision (hereinafter "Declaration") applicable to the property and recorded or to be recorded in the Office of the Ada County Recorder, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set out at length.
- (b) The corporation shall fix, levy, collect and enforce payment by any lawful means, all charges or assessments, periodic or special, authorized to be made under the Declaration.

- (c) Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of these Articles shall require prior approval of the United States Department of Housing and Urban Development and/or the United States Veterans Administration as long as there is a Class B membership and provided that the said agencies then have an interest in the property which is subject to the Declaration.

ARTICLE 4. MEMBERSHIP: 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 corporation, including contract sellers, shall be a member of the corporation. 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 corporation.

ARTICLE 5. VOTING RIGHTS: The corporation shall have two classes of voting membership.

CLASS A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any 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 vote be cast with respect to any lot. Fractional votes shall not be allowed. The vote applicable to any said lot being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise.

CLASS B. Class B member(s) shall be the Declarant, as defined in the Declaration, and shall be entitled to ten (10) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) On July 1, 2013.

ARTICLE 6. REGISTERED OFFICE AND AGENT: The address of the initial registered office of this corporation is 250 South Beechwood, Suite 120, Boise, Idaho 83709, and the name of its initial registered agent at such address is Dennis M. Baker.

ARTICLE 7. DIRECTORS: The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify, or unless they resign or are removed, are:

Dennis M. Baker

250 South Beechwood, Suite 120  
Boise, Idaho 83709

David E. Sells

250 South Beechwood, Suite 120  
Boise, Idaho 83709

Daniel A. Torfin

250 South Beechwood, Suite 120  
Boise, Idaho 83709

ARTICLE 8. INCORPORATOR: The name and address of the incorporator are as follows:

Dennis M. Baker  
250 South Beechwood, Suite 120  
Boise, Idaho 83709

ARTICLE 9. AMENDMENT OF ARTICLES AND BYLAWS: These Articles may not be amended without at least 66-2/3% of the membership votes being cast in support of such amendment.

ARTICLE 10. DISSOLUTION: Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be dedicated to a public body or conveyed to a nonprofit organization with similar purposes.

ARTICLE 11. LIMITATION OF LIABILITY: A director of this corporation shall not be personally liable to this corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Idaho Nonprofit Corporation Act (the "Act") is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article 11 by the members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

EXECUTED this 11<sup>th</sup> day of November, 2003, by the undersigned incorporator.

  
Dennis M. Baker