

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
RIVER RIM RANCH CABIN SUB-ASSOCIATION INC.**

2015 JUL 21 AM 8:55

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator, in order to form a nonprofit corporation for the purposes hereinafter stated, pursuant to Chapter 3, Title 30 of the *Idaho Code* entitled "Idaho Nonprofit Corporation Act," does hereby adopt the following articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be the RIVER RIM RANCH CABIN SUB-ASSOCIATION INC.

ARTICLE II

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

The corporation shall be a nonprofit membership corporation.

ARTICLE IV

The name of the corporation's initial registered agent is Lance Schuster, whose address is 2105 Coronado Street, Idaho Falls ID 83404. The mailing address for the corporation is PO Box 337 Tetonian ID 83452

ARTICLE V

The name and address of the incorporator is:

Lance Schuster
Beard St. Clair Gaffney PA
2105 Coronado Street
Idaho Falls ID 83404

ARTICLE VI

Three (3) Directors shall constitute the initial Board of Directors of the corporation and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the members or until their successors are elected and shall qualify are:

IDAHO SECRETARY OF STATE
07/21/2015 05:00
CK:3045008 CT:172099 BH:1484703
1@ 30.00 = 30.00 INC NONP #2
1@ 20.00 = 20.00 NON EXPEDI #3

C206561

- Patti Saylor
3102 Forest River Drive
Richmond, TX 77406

- DeDe Davis
922 Hawkhorn Court
Alpharetta, GA 30005

- Mike Thornton
595 University Drive
Athens, GA 30605

ARTICLE VII

This corporation shall be the Cabin Sub-Association defined in the Sixth Supplement to Fourth Amendment to Master Declaration of Covenants, Conditions, and Restrictions for River Rim Ranch Planned Unit Development Division I and Division II, recorded on May 11, 2004 in Teton County, Idaho as Instrument No. 161134, along with all amendments and supplements thereto ("Master Declaration"). The words and terms defined in the Master Declaration shall have the same meaning and definition herein as contained in the definitions section of the Master Declaration, which definitions are incorporated herein by reference. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms first in the Bylaws, and if not defined in the Bylaws, then in the Master Declaration.

ARTICLE VIII

The nature of the business and the object and purpose of this corporation shall be as follows:

- A. The transaction of any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and the Idaho Nonprofit Corporation Act.

- B. To form a corporation under Title 30, Chapter 3 of the *Idaho Code*, for the purpose of providing owners of lots in Block 2 of Division I with water and a sewer system, maintenance of a water and sewer system, maintenance of landscaping, snow removal, and any other actions the corporation performs that benefits its members.

- C. To form the corporation in which the rights, privileges, burdens, responsibilities and interests of all members shall be based upon the ownership of a lot in Block 2 of Division I. This corporation shall have all powers incidental to a corporate structure except, as its powers are restricted in the Bylaws and Master Declaration.

- D. To receive and accept and to be obligated to receive and accept from various parties' grants of right, title and interest in the water and sewer systems serving the lot

owners in Block 2 Division I, including all structures, works, piping, and other improvements that comprise the water and sewer system. All property, both real and personal, received and accepted by the corporation shall be held for the benefit and use of the members of the corporation.

E. To landscape, maintain the landscape, remove snow, and other functions the members decide to the owners' lots in Block 2 of Division I

F. The corporation shall have the power to levee regular or special assessments to fulfill the obligations and purposes set forth in these Articles of Incorporation, the Bylaws, and the Master Declaration.

ARTICLE IX

No dividend shall be paid and no part of the income of the corporation shall be distributed to its members, directors or officers. The corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, and upon dissolution or final liquidation may make distributions to its members, as allowed pursuant to the terms of the Idaho Nonprofit Corporation Act.

ARTICLE X

A. Except as provided in the Master Declaration or Bylaws of the corporation, each owner of a lot in Block 2 of Division I shall be a member of the corporation. The corporate membership of each owner shall be appurtenant to a lot for which it is issued and such membership shall not be transferred, pledged or alienated in any way except upon the transfer of title to said lot, and then only to transferees of title to said lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to said lot shall operate automatically to transfer said membership to the new owner thereof.

B. (1) Except as may be otherwise provided in the Master Declaration and Bylaws of the corporation, every member shall be entitled to one (1) vote for each residential lot owned.

(2) The vote for each lot shall, if at all, be cast as a unit, and fractional votes shall not be allowed. In the event that joint owners are able to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any owners cast a vote representing a certain lot, it will thereafter be conclusively presumed for all purposes that he, she, or they were acting with the authority and consent of all other owners of the same lot.

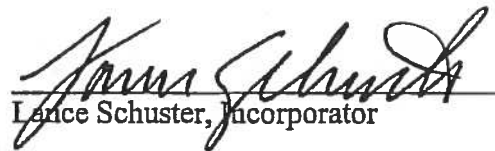
(3) The right to vote may not be severed or separated from the ownership of the residential lot to which it is appurtenant, except that any owner may give a revocable proxy, or may assign his/her right to vote for the term of a lease or deed of trust, and any sale, transfer or conveyance of such residential lot to a new owner shall operate automatically to transfer the

appurtenant vote to the new owner, subject to any assignment of the right to vote to a lessee or beneficiary as provided herein.

ARTICLE XI

Each member shall be liable for payment of all regular and special assessments provided for in these Articles, the Bylaws, and the Master Declaration and for payment and discharge of the liabilities of the corporation as provided in these Articles, the Bylaws, and the Master Declaration.

DATED this 20th day of July, 2015.


Lance Schuster, Incorporator