

BYLAWS
OF
231 SUN VALLEY ROAD OWNERS ASSOCIATION, INC.

ARTICLE I

Principal Office

The Principal office of 231 Sun Valley Road Owners Association, Inc., (the "Association"), shall be in the City of Ketchum, County of Blaine, State of Idaho. The Association may have such other offices, either within or without the state of Idaho as the Board of Directors may determine or the affairs of the Association may require.

ARTICLE II

Board of Directors

1. **General Powers.** The property, business, and affairs of the Association shall be controlled and managed by the Board of Directors.

2. **Number.** The Board of Directors shall consist of three (3) members. The Board of Directors may be increased by amendment of these Bylaws; provided however, the number of directors shall not be increased to more than five (5), and provided further, a reduction in the number of directors by amendment of these Bylaws shall not have the effect of reducing the term of an incumbent director.

3. **Qualifications; Election; Term.** Directors must be members of the Association and shall be elected by the members at their annual meeting. In the election of members of the Board of Directors, the candidates receiving the highest percentages of Membership Voting Interest as set forth on Exhibit B of the Declarations shall be deemed elected. Directors shall serve the term of one (1) year or until their successors are duly elected and qualified.

4. **Removal; Resignation.** Any director may be removed with or without cause by a vote of seventy five percent of the Membership Voting Interests entitled to be cast by the members of the Association at a meeting, called for that purpose. Any director may resign by submitting a written notice to the Board of Directors stating the effective date of that director's resignation, and acceptance of the resignation shall not be necessary to make it effective.

5. **Vacancies.** Any vacancy occurring on the Board of Directors whether by removal, resignation, death, or otherwise shall be filled by a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy on the Board of Directors shall hold office until the next annual election of directors and until that director's successor is duly elected and qualified.

6. Meeting. There shall be a regular annual meeting of the Board of Directors immediately following the annual meeting of the members of the Association, and the Board of Directors may establish regular meetings to be held at such other places, in such other manners, including telephonically, and at such other times as the Board of Directors may determine from time to time. After the establishment of a time, place, and manner for regular meetings, no further notice thereof need be given. Special meetings of the Board of Directors may be called by the President or upon written request delivered to the Secretary-Treasurer by any two (2) directors.

7. Notices; Waiver. Five (5) days' notice of special meetings shall be given to each director by the Secretary-Treasurer. Such notice may be given orally to each director. Written waiver of notice signed by a director or attendance at a meeting of the Board of Directors by such director shall constitute a waiver of notice of such meeting, except where attendance is for the expressed purpose of objecting to the failure to receive such notice or to defects in said notice.

8. Quorum; Vote Required; Adjournment. At any meeting of the Board of Directors a majority of the qualified directors shall constitute a quorum. If a quorum is present, the action of a majority of the directors present and voting shall be the act of the Board of Directors. If a quorum is not present, the majority of directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting.

9. Action of Directors Without a Meeting. Any action required to be taken or any other action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a majority of the directors entitled to vote in respect to the subject matter thereof.

10. Standards for Directors. Each member of the Board of Directors, when discharging the duties of a director, shall act in good faith and in a manner the director reasonably believes to be in the best interests of the Association. The members of the Board of Directors or a committee of the Board, when becoming informed in connection with their decision-making function or devoting attention to their oversight function, shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances. In discharging board or committee duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

(a) One (1) or more officers or employees of the Association whom the director reasonably believes to be reliable and competent functions performed or the information, opinion, reports, or statements provided;

(b) Legal counsel, public accountants or other persons retained by the Corporation, as to matters involving skills or expertise the director reasonably believes are matters:

(i) Within the particular person's professional or expert competence; or

- (ii) As to which the particular person merits confidence; or
- (iii) A committee of the Board of which the director is not a member if the director reasonably believes the committee merits confidence.

ARTICLE III

Officers

1. General. The officers of the Association shall be a President, one or more Vice Presidents, and a Secretary-Treasurer, all of whom shall be elected by the Board of Directors to serve at the pleasure of the Board of Directors.

2. President. The President shall be the principal executive officer of the Association and subject to the control of the Board of Directors, shall direct, supervise, coordinate, and have general control over the affairs of the Association, and shall have the powers generally attributable to the chief executive officer of an Association. The President shall be a director and shall preside at all meetings of the members of the Association.

3. Vice President. A Vice President shall act in place of the President in case of the President's death, absence, inability, or failure to act and shall perform such other duties and have such authority as from time to time delegated to such Vice President by the Board of Directors or by the President. The Vice President shall be a director; however, if the Board of Directors elects more than one Vice President only one so elected need be a director.

4. Secretary-Treasurer. The Secretary-Treasurer shall be the custodian of the records and the seal of the Association and shall affix the seal to all documents requiring the same and shall see that all notices are duly given in accordance with the provisions of these Bylaws as required by law and that the books, reports, and other documents and records of the Association are properly kept and filed. The Secretary-Treasurer shall have charge and custody of and be responsible for all sorts of securities of the Association. The Secretary-Treasurer shall deposit all such funds in the name of and to the credit of the Association in such banks and depositories as shall be designated by the Board of Directors. The Secretary-Treasurer shall keep books of account and records of transactions and of the financial condition of the Association, shall submit such reports thereof as the Board of Directors may from time to time require, and in general shall perform all of the duties incident to the office of Secretary-Treasurer and such other duties as may from time to time be assigned to the Secretary-Treasurer by the Board of Directors or the President. The Board of Directors may appoint one or more Assistant Secretary-Treasurers who may act in the place of the Secretary-Treasurer in case of the Secretary-Treasurer's death, absence, inability, or failure to act.

5. Compensation. Agents and employees shall receive such reasonable compensation for their services as may be authorized by the Board of Directors.

Appointment of any agent, or employee shall not in and of itself create contractual rights of compensation for services performed by such agent or employee.

6. Delegation of Powers. In case of absence of any officer of the Association or for any other reason that may seem sufficient to the Board of Directors, the Board of Directors may delegate that officer's duties and powers for the time being to any other officer or any director.

7. Standards of Conduct.

- (2) An officer when performing in such capacity, shall act:
 - (a) In good faith;
 - (b) With the care that a person in a like position would reasonably exercise under similar circumstances; and
 - (c) In a manner the officer reasonably believes to be in the best interests of the Association.
- (3) In discharging those duties an officer who does not have knowledge that makes reliance unwarranted, is entitled to rely on:
 - (a) The performance of properly delegated responsibilities by one (1) or more employees of the Association whom the officer reasonably believes to be reliable and competent in performing the responsibilities delegated; or
 - (b) Legal counsel, public accountants, or other persons retained by the Association as to matters involving skill or expertise the officer reasonably believes are matters:
 - (i) Within the particular person's professional or expert competence; or
 - (ii) As to which the particular person merits confidence.
- (4) An officer shall not be liable to the Association or its members for any decision to take or not to take action; or any failure to take action, as an officer, if the duties of the office are performed in compliance with this section. Whether an officer who does not comply with this section shall have liability will depend in such instance on applicable law, including those principles of section 30-3-85, Idaho Code, that have relevance.

ARTICLE IV INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. Scope of Indemnification.

The Association may indemnify and advance funds to or for the benefit of the directors and officers to the fullest extent permitted by the Idaho Nonprofit Corporation Act ("Act"), as the

same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Association to provide broader indemnification rights than the Act permitted the Association to provide prior to such amendment). (Idaho Code § 30-3-88).

2. Mandatory Indemnification of Directors.

The Association shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the individual was a director of the Association against reasonable expenses incurred by the director in connection with the proceeding. (Idaho Code § 30-3-88).

a. Further Indemnification of Directors.

- i. Except as otherwise provided in this Section, the Association may indemnify an individual who is a party to a proceeding because the individual is a director against liability incurred in the proceeding if:
 1. The director's conduct was in good faith; and
 2. The director reasonably believed:
 - a. In case of conduct in the director's official capacity, that the director's conduct was in the best interests of the Association; and
 - b. In all cases, that the director's conduct was at least not opposed to the best interests of the Association; and
 - c. In the case of any criminal proceeding, the director had no reasonable cause to believe the conduct was unlawful.
- ii. The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea or nolo contendere or its equivalent, is not, of itself, determinative that the director did not meet the relevant standard of conduct described in this Section.
- iii. Unless ordered by a court under Act, the Association may not indemnify a director in connection with a proceeding by or in the right of the Association, except for reasonable expenses incurred in connection with the proceedings if it is determined that the director has met the relevant standard of conduct under subsection (1) of this Section, or as otherwise prescribed in Section 30-3-88, Idaho Code.

b. Advance for Expenses.

- i. The Association shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a

director who is a party to a proceeding if the director delivers to the Association:

1. A written affirmative of the director's good faith belief that the director has met the relevant standard of conduct described above; and
 2. The director's written undertaking to repay any funds advanced if the director is not entitled to mandatory indemnification, and it is ultimately determined that s/he has not met the relevant standard of conduct described above.
- ii. The undertaking required by subsection (1)(b) of this Section must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to the financial ability of the director to make repayment.

c. Determination of Indemnification.

- i. The Association may not indemnify a director unless a determination has been made that indemnification of the director is permissible because the director has met the relevant standard of conduct set forth in Section 7.3.
- ii. The determination shall be made in accordance with Section 30-3-88(4), Idaho Code.

d. Indemnification of Officers.

The Association may indemnify and advance expenses to an officer of the Association who is a party to a proceeding because the individual is an officer of the Association the same extent as a director.

e. Insurance.

The Corporation may purchase and maintain insurance on behalf of an individual who is a director or officer of the Corporation, or who, while a director or officer of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign Corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director or officer, whether or not the Corporation would have power to indemnify or advance expenses to the individual against such liability.

f. Definitions.

Sections 7.1 through 7.8 of these Bylaws shall be defined in accordance with Section 30-3-88(8), Idaho Code.

Rights, Duties, and Obligations of the Members of the Association

1. **Membership.** Every owner of a Condominium in the Project shall be a member of the Association, and no person or entity other than an owner of a Condominium may be a member of the Association. If title to a Condominium is held by more than one person, the votes of such Condominium shall be shared by all such persons in the same proportionate interest as their ownership interest in such Condominium and by the same type of tenancy in which the title to the Condominium is held. Memberships in the Association shall not be transferred except in connection with the transfer of a Condominium; provided, however, the rights of membership may be assigned as further security for a loan secured by a lien on a Condominium.

2. **Transfer of Membership.** Transfer of membership in the Association shall occur upon the transfer of a title to a Condominium of the Project to which the membership pertains; however, the Association shall be entitled to maintain the person, persons, or entity in whose name or names the membership is recorded on the books and records of the Association until such time as evidence of the transfer of title satisfactory to the Association has been submitted to the Secretary-Treasurer. A transfer of membership shall not release the transferor from liability or obligation accrued and incidental to such membership prior to such transfer. In the event of dispute as to ownership of a Condominium and to the membership appurtenant thereto, title to the Condominium as shown on the public records of the County of Blaine, State of Idaho, shall be determinative.

3. **Voting Rights.** The voting rights of each member shall be determined as set forth in the Condominium Declaration and Covenants, Conditions and Restrictions. The voting rights and interests of new members shall be determined in the same way as such rights were determined for old members. Voting by proxy shall be permitted; however, proxies must be filed with the Secretary-Treasurer twenty-four (24) hours before the appointed time of each meeting.

4. **Annual Meetings.** An annual meeting of the members for the purpose of electing directors, establishing of the Budget for the current calendar year and transaction of such other matters as may properly come before the meeting shall be held on such date as Determined by the Directors. All business which may be lawfully transacted may be transacted at such meeting without any further or special notice.

5. **Special Meeting.** Special meetings of the members may be called any time by the Board of Directors or by written request of one-half (1/2) of the voting power of all the members and shall be held at a convenient location in the County of Blaine, State of Idaho. The Secretary-Treasurer shall forthwith give notice of such meeting at such time as the Secretary-Treasurer may fix, not less than ten (10) or more than thirty-five (35) days after the receipt of said request and if the Secretary-Treasurer shall neglect or refuse to issue such call, the Board of Directors or members making request may do so.

6. Notice; Waiver. Notice of annual and special meetings of the members must be given in writing and must state the date, hour, and place of the meeting and generally describe the nature of the business to be transacted. Such notice shall be delivered personally to or deposited in the mail, postage prepaid, and addressed to the last known address, as shown on the books of the Association, to the owners or any one of the co-owners of each membership, as shown on the books of the Association, and shall be delivered or deposited in the mail at least ten (10) days prior to the date of the meeting.

In the event that a special meeting is called by the members as aforesaid, they shall notify the Secretary-Treasurer in writing of the time, place, and purpose of the meeting in sufficient time to permit the Secretary-Treasurer to give notice to all members in accordance with these Bylaws.

Written waiver of notice signed by or attendance at a meeting by the owners or any one of the co-owners of a membership shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the failure to receive such notice or to defects in the notice.

7. Quorum; Vote Required; Adjournment. Two-thirds (2/3) of the membership voting interest entitled to vote represented in person or by proxy shall constitute a quorum at any meeting of the members. If a quorum is present, the action of a majority of the membership voting interest present and voting shall be the act of the members. If a quorum is not represented at a meeting, a majority of the membership voting interest present in person or by proxy may adjourn the meeting from time to time without notice other than announcement at the meeting.

8. Certificates Held. Membership certificates held in estates or trust may be voted by the administrator, executor, guardian, trustee, conservator, or receiver thereof without such membership or title to the Condominium being transferred to said person.

9. Conduct of the Meeting. The meeting will be conducted by the officers in order of their priority. The order of business shall be a call of the roll, a reading of the notice and proof of the call, report of officers, report of committees, unfinished business, new business, election of directors, and miscellaneous business.

ARTICLE V

Incorporation by Reference to Condominium Declaration

Pursuant to the Articles of Incorporation of this Association, the Condominium Declaration and Covenants, Conditions and Restrictions ("Declarations") is hereby incorporated by reference and made a part of these Bylaws as if set out in full herein, including, but not limited to, articles entitled "Nature and Incidents of Condominium Ownership" (Article IV), "The Association" (Article VII), "Certain Rights and Obligations of the Association" (Article VIII), "Assessments" (Article IX), and "Use of Condominiums" (Article X).

ARTICLE VI

Contracts, Conveyances, Checks, & Miscellaneous

1. Contracts. The Board of Directors may authorize any officer of the Association to enter into any contract or execute any instrument in the name of the Association except as otherwise specifically required by the Articles of Incorporation or by the Condominium Declaration for 231 Sun Valley Road.

2. Conveyances and Encumbrances. Association property may be conveyed or encumbered by authority of the Board of Directors by resolution of the Board of Directors. Conveyances or encumbrances shall be executed by instrument by the President or a Vice President and by the Secretary-Treasurer of the Association.

3. Checks. All checks, drafts, notes, and orders for the payment of money shall be signed by such persons as the Board of Directors may authorize.

4. Fiscal Year. The fiscal year or business year of the Association shall begin on the first day of January and end on the last day of December following.

5. Records. The Association shall maintain accurate and correct books, records, and accounts of the Association's business and properties, and they shall be kept at such place as is from time to time fixed and designated by the Board of Directors.

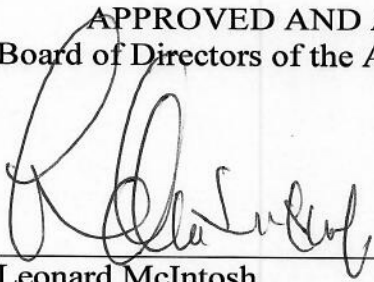
6. Seal. The Board of Directors may adopt an Association seal of such design as may be appropriate.

ARTICLE VII

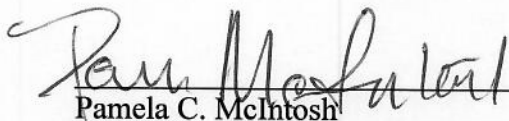
Amendments

These Bylaws may be amended, altered, or repealed from time to time by a sixty five percent (65%) or more vote of the membership voting interest of the Association in accordance with the provisions of Article VII of the Articles of Incorporation and Exhibit B of the Declarations at any annual or special meeting provided that the notice of such meeting states that such amendment, alteration or repeal is to be considered.

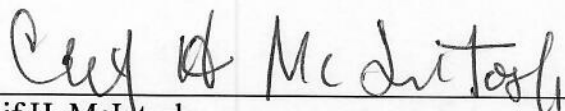
APPROVED AND ADOPTED July 27, 2022, by the undersigned members of the Board of Directors of the Association.



Leonard McIntosh



Pamela C. McIntosh



Clif H. McIntosh



ARTICLES OF INCORPORATION (Non-Profit)

Title 30, Chapters 21 and 30, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the form in duplicate.

FILED EFFECTIVE

2018 MAY 11 AM 9:18

**SECRETARY OF STATE
STATE OF IDAHO**

Article 1: The name of the corporation shall be:

231 Sun Valley Road Owners Association, Inc.

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

Condominium Owners' Association

Article 3: Registered agent name and address:

Michael D. Pogue

675 Sun Valley Road., Suite A, Ketchum, ID 83340

(Name)

(Address)

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

Brian Wedlake

8 Indianola Ave. Akron, NY 14001

(Name)

(Address)

Devin Piscitelli

8 Indianola Ave. Akron, NY 14001

(Name)

(Address)

Danielle Robillard

8 Indianola Ave. Akron, NY 14001

(Name)

(Address)

Article 5: Incorporator name(s) and address(es):

Michael D. Pogue

PO Box 3310, Ketchum, ID 83340

(Name)

(Address)

(Name)

(Address)

(Name)

(Address)

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

8 Indianola Ave. Akron, NY 14001

(Address)

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

Article 8: Upon dissolution the assets shall be distributed: pro rata to its members

Signatures of all incorporators:

Printed Name: Michael D. Pogue

Signature: _____

Printed Name: _____

Signature: _____

Printed Name: _____

Signature: _____

Secretary of State use only

IDAHO SECRETARY OF STATE

05/11/2018 05:00

CK:4167 CT:159456 BH:1643259

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C217815



0004831011

**STATE OF IDAHO***Office of the secretary of state, Lawrence Denney***REINSTATEMENT ANNUAL REPORT**

Idaho Secretary of State
PO Box 83720
Boise, ID 83720-0080
(208) 334-2301
Filing Fee: \$30.00

For Office Use Only

-FILED-

File #: 0004831011

Date Filed: 7/26/2022 9:26:39 AM

Reinstatement Annual Report Form

Select one: Standard, Expedited or Same Day Service (see descriptions below)

Standard (filing fee \$30)

Current Entity Name

231 SUN VALLEY ROAD OWNERS ASSOCIATION, INC

The file number of this entity on the records of the Idaho Secretary of State is:

0000635237

Organized under the laws of:

IDAHO

Entity Type:

Non-Profit Corporation (D)

Non-Profit Corporation Name:

Non-Profit Corporation Name

231 SUN VALLEY ROAD OWNERS ASSOCIATION, INC

Nonprofit Corporation Purpose

The purpose for which the corporation is organized is:

General Nonprofit

The registered agent on record is:

Registered Agent

MICHAEL D POGUE
Registered Agent

Physical Address

675 SUN VALLEY ROAD
SUITE A
KETCHUM, ID 83340

Mailing Address

The new physical (street) address of the agent in Idaho is:

Physical Address

MICHAEL POGUE
460 SUN VALLEY ROAD SUITE 207
KETCHUM, ID 83340

The new mailing address of the agent in Idaho is:

Mailing Address

Michael Pogue
PO BOX 3020
SUN VALLEY, ID 83353-3020

The mailing address of the corporation is:

LEONARD MCINTOSH
PO BOX 2320
KETCHUM, ID 83340-2316

Corporate Officers and Directors:

Name	Title	Address
+ Leonard McIntosh	Director	PO BOX 2320 KETCHUM, ID 83340
+ Pamela McIntosh	Director	PO BOX 2320 KETCHUM, ID 83340
+ Cliff McIntosh	Director	4228 AMBER ST. BOULDER, CO 80304

The Application for Reinstatement must be signed by at least one governor.

Job Title:

Director



Leonard McIntosh

Sign Here

07/26/2022

Date

07/26/2022 14:00:00