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ARTICLES OF INCORPORATION

NEW PLYMOUTH HEIGHTS SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That Wamcor, LLC by WILLIAM A. MAITLAND, managing member, for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Idaho, does hereby make, execute, acknowledge and adopt these Articles of Incorporation in writing as follows:

ARTICLES I

That the name of this corporation is NEW PLYMOUTH HEIGHTS SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

ARTICLES II

The principal place of business of NEW PLYMOUTH HEIGHTS SUBDIVISION HOMEOWNERS ASSOCIATION, INC. is 1303 N.W. 16th, Fruitland, Idaho 83619.

ARTICLE III

This association shall be a non-profit corporation. This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

ARTICLE IV

The general nature of the business of this non-profit corporation shall be as follows:

(a) The following list of purposes shall be the sole and only purposes for which said association is formed. These Articles and the following list of purposes shall comprise the limits on the activities of the association, which said association shall not have the power, authority, or ability to exceed. Notwithstanding any other provisions of these Articles, the association shall not carry on any other activities which would disqualify it from remaining a non-profit corporation.

(b) The association is constituted so as to attract substantial support from a representative number of persons and entities in the State and community in which it operates. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office

(c) To buy and sell property, real and personal, of any kind or character, whether for cash or on credit, or in exchange for other property, or otherwise; and mortgage same; to construct buildings and offices, and to rent, lease, operate, or manage said property; to borrow or lend money; and to give and receive any kind of evidence thereof; and to raise money by the sale of any character of evidence of indebtedness; to do any and every act or thing, and to engage in any or every activity or undertakings necessary or convenient in the prosecution of the undertaking of the corporation, which a corporate body may lawfully do or perform.

(d) The incorporator of the association, together with such other persons as said incorporator may elect, shall comprise the initial Board of Trustees, which said board, by majority vote, shall administer the above purposes.

(e) The association may do any and all things necessary and incidental in carrying out the aforesaid objects, or any of them, and exercise the usual powers of corporate bodies.

(f) The association may sue and be sued, complain and defend in any law or equity.

(g) The association may have and use a corporate seal, which may be altered at pleasure.

(h) The association may elect such officers and appoint such agents as the business of the association shall require and allow them suitable compensation.

(i) The association may make by-laws not inconsistent with the constitution or law of the United States and/or of this State, for the management of its property and the regulation and government of its affairs.

(j) The association may wind up and dissolve itself, or be wound up and dissolved in the manner provided by the statutes of this State. Upon the winding-up and dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to a non-profit fund.

(k) The association may accept donations from other persons.

(l) The primary purpose of the corporation shall be to act as a homeowner's association for the residents of New Plymouth Heights Subdivision.

ARTICLE V

The commencement of the corporation shall be the date of the issuance of a certificate of incorporation by the Idaho Corporation Commission, and it shall have perpetual existence.

ARTICLE VI

At the time of formation, the affairs of the association shall be under the control of the Board of Directors, three in number; and those who shall, as Directors, manage the affairs of the association until 80% of the lots are sold, and then until their successors are duly elected and qualified, are:

William A. Maitland, Wamcor LLC, 13511 SE Rivercrest Dr., Vancouver, Washington 98683

Michele M. Maitland, Wamcor LLC, 13511 SE Rivercrest Dr., Vancouver, Washington 98683

Sue Mio, Agent, 1303 NW 16th, Fruitland, ID 83619

The Directors shall have the power and authority to adopt and amend the By-Laws and to designate such other officers as may be necessary or convenient for the management of the corporation.

Wamcor LLC, The developer, of NEW PLYMOUTH HEIGHTS SUBDIVISION HOMEOWNERS ASSOCIATION, INC. will have the right to change assign, remove and/or add a director(s) to the Board until 80% of the lots are sold. Any lots that have not been sold by the developer (Wamcor LLC) will be exempt from any association fees, assessments or charges what-so-ever.

At such time that a lot is sold or changes ownership, from the developer Wamcor LLC, then fees, assessments and/or other charges will be due as assessed.

At the first meeting, which will be within 90 day of 80% of the lots being sold and closed, for which the Directors herein designated will serve, and at each annual meeting thereafter, a new Board of Directors will be elected in accordance with the provisions of the by-laws of the association and the laws of the State of Idaho. The number of Directors may be modified by amendment of the by-laws of this association.

ARTICLE VII

The highest amount of indebtedness or liability to which the corporation may at any time subject itself is TWO THOUSAND AND 00/100 DOLLARS (\$2,000.00).

ARTICLES VIII

This association shall have no capital stock. Membership in the association shall be evidenced by ownership of deed

to one or more lots within NEW PLYMOUTH HEIGHTS SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

ARTICLES IX

Membership in this association shall not be transferable except upon the recorded sale and transfer of deed of a lot(s) or approval by the Board of Directors. The above provision shall recited if any certificates of membership are issued.

ARTICLES X

The private property of the officers and directors of NEW PLYMOUTH HEIGHTS SUBDIVISION HOMEOWNERS ASSOCIATION, INC. shall be forever exempt from its debts and obligations.

These Articles may be amended as provided for by the Idaho Non-profit Corporation Act, Idaho Code 30-301, et.seq.

ARTICLES XI

The by-laws of the association for the management of its affairs shall be empowered to amend or repeal said by-laws in accordance with the provisions thereof.

ARTICLES XII

Voting shall be allowed on the basis of one vote per lot, with cumulative voting allowed. Each of the 46 lots in NEW PLYMOUTH HEIGHTS HOMEOWNERS SUBDIVISION ASSOCIATION, INC. will have one vote regardless of the number of owners (members).

ARTICLES XIII

In the event of the liquidation or dissolution of the association, the assets of the association, after the payment of all debts and obligations shall be donated to another non-profit organization with similar objectives, operating in Idaho, or if none, operating in as close a proximity to Idaho as possible, as more particularly described and limited in Article IV (j) hereof.

ARTICLE XIV

The initial registered agent for this corporation is SUE MIO, 1303 N.W. 16th, Fruitland, Idaho 83619, who has been a bona fide resident of the State of Idaho for more than three (3) years last past, its lawful agent in and for the State of Idaho, for and on behalf of the said corporation to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against the said corporation in any of the Courts of the said State of Idaho, such services of process or

notice or the acceptance thereof by the agent endorsed thereon to have the same force and effect as if served upon the President and Secretary of said corporation.

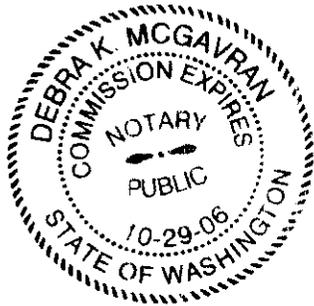
IN WITNESS WHEREOF, the incorporator does hereby make, sign, and acknowledge these Articles of Incorporation this 30th day of November, 2004.

Wamcor, LLC

By: [Signature]
William A. Maitland,
Managing Member

STATE OF Washington
County of Clallam; ss.

Before me, a Notary Public in and for the County of Clallam, State of Washington, on the 30 day of Nov, 2004, personally appeared WILLIAM A. MAITLAND, known to me to be the person whose names is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.



[Signature]
Notary Public for: Washington
Residing at: Clallam
My Comm. Expires 10/29/06