

**ARTICLES OF INCORPORATION
OF
MENDENHALL SUBDIVISION OWNERS ASSOCIATION, INC.**

2008 DEC 29 PM 3:30
SECRETARY OF STATE
STATE OF IDAHO

The undersigned has formed a nonprofit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, and do hereby certify, declare, and adopt the following Articles of Incorporation of Mendenhall Subdivision Owners Association, Inc.

**ARTICLE I
NAME**

The name of the corporation shall be MENDENHALL SUBDIVISION OWNERS ASSOCIATION, INC. (hereinafter, the "Association").

**ARTICLE II
TERM**

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

**ARTICLE III
NONPROFIT**

The Association shall be a nonprofit, membership corporation.

**ARTICLE IV
REGISTERED AGENT**

The location and street address of the initial registered office of the Association shall be 4252 S. Eagleson Road, Boise, Idaho 83705, and George A. Mendenhall is hereby appointed the initial registered agent of the Association.

**ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Association is formed are (i) to provide for the regulation of the use and architectural control of the Lots and the Common Area located in Mendenhall Subdivision according to the plat(s) thereof recorded in the official records of Ada County, Idaho (the "Subdivision"), which Subdivision is the Property covered by the Declaration of Covenants, Conditions and Restrictions for Mendenhall Subdivision to be recorded in the official records of Ada County, Idaho (the "Declaration"); and (ii) to promote the health, safety and welfare of the residents within the Subdivision. For these purposes, the Association is authorized to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(B) Fix, levy, collect and enforce payment by any lawful means of all Assessments pursuant to the terms of the Declaration and all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(C) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association under the limitations imposed by the Declaration;

(D) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(E) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in the Bylaws and the Declaration and the amendments and supplements thereto.

ARTICLE VI MEMBERSHIP

Each person or entity holding fee simple interest of record to a Lot in Mendenhall Subdivision, and buyers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Association. When more than one person holds an interest in any Lot, all such persons shall be Members. Membership shall be appurtenant to and may not be separated from ownership of any Lot located in the Subdivision.

ARTICLE VII VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A Members. Owners other than Declarant shall be known as Class A Members. Each Class A Member shall have the number of votes set forth on Exhibit C of the Declaration for each Lot owned by that Class A Member. When more than one Person holds an interest in any Lot, all such Persons shall be Members and the voting power of such Lot shall be exercised as such Members determine. The entire voting power of a Lot shall be exercised as a block.

Class B Members. Declarant shall be known as Class B Members, and each Class B Member shall have voting power equal to three (3) times the number of votes set forth on Exhibit C of the Declaration for each Lot owned by that Class B Member. The Class B Members shall cease to be a voting Member in the Association when Lots 3 through 10, Block 1 Mendenhall Subdivision have been sold or leased.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors comprised of three (3) members, who need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association, but in no event shall the number be less than three (3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

George A. Mendenhall	4252 S. Eagleson Road Boise, Idaho 83705
Sandra M. Mendenhall	4252 S. Eagleson Road Boise, Idaho 83705
George R. Carey	12069 Hidden Valley Club Drive Sandy, Utah 84092

ARTICLE IX ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the Declaration and as set forth in the Bylaws of the Association.

ARTICLE X BYLAWS

The Association shall adopt Bylaws containing provisions for regulating and managing the affairs of the Association that are not inconsistent with law, these Articles or the Declaration.

ARTICLE XI DISSOLUTION

The Association may be dissolved at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative votes of more than fifty percent (50%) of the votes of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the real property and other assets of the Association shall be: (i) granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes; or (ii) distributed to the Owners of Lots to be held by them as tenants in common in proportion to the number of Lots (except Common Area) within the Subdivision. The determination of the liquidating distribution of the real property and other assets of the Association as provided above, by the affirmative votes of more than fifty percent (50%) of the votes of the Members as part of the Member vote on dissolution.

**ARTICLE XII
AMENDMENTS**

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative vote of Members with more than fifty percent (50%) of the voting power of the Association. No amendment which is inconsistent with the provisions of the Declaration shall be valid.

**ARTICLE XIII
MEANING OF TERMS**

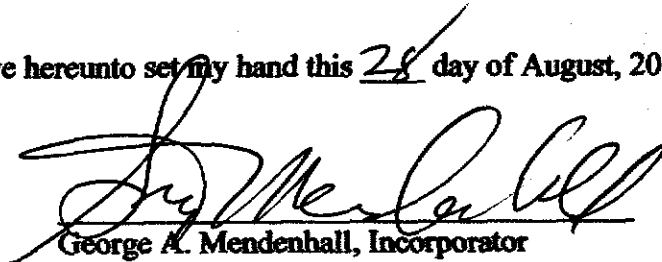
Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration.

**ARTICLE XIV
INCORPORATION**

The name and address of the incorporator is:

George A. Mendenhall
4252 S. Eagleson Road
Boise, Idaho 83705

IN WITNESS WHEREOF, I have hereunto set my hand this 28 day of August, 2008.


George A. Mendenhall, Incorporator