

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

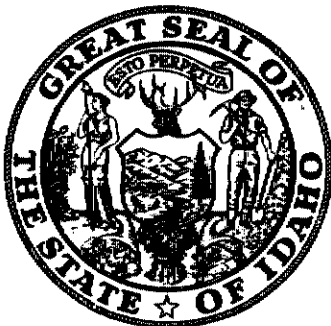
PINE TOP ESTATES OWNERS' ASSOCIATION, INC.

File number C 111080

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of PINE TOP ESTATES OWNERS' ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 20, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Mra Likel*

**ARTICLES OF INCORPORATION**

RECEIVED  
SEC. OF STATE

OF

**PINE TOP ESTATES OWNERS' ASSOCIATION, INC.**

35 JUN 20 PM 3 45

IDAHO SECRETARY OF STATE  
19930620 0900 98906 2  
CK #: 16906 CLIST# 5403  
CORP 30.00= 30.00

# : C

The undersigned, acting as the incorporators of a non-profit corporation organized under and pursuant to the Idaho Non-Profit Corporation Act, Chapter 3, Title 30, Idaho Code, adopt the following Articles of Incorporation.

**FIRST:** The name of the corporation is PINE TOP ESTATES OWNERS' ASSOCIATION, INC.

**SECOND:** The corporation is a non-profit corporation.

**THIRD:** The period of duration of the corporation is perpetual.

**FOURTH:** The location of the principal office of the corporation shall be in Boise County, Idaho. The physical address of the initial registered office is milepost 36.71, Idaho State Highway 21, Idaho City, Idaho 83631. The name of the initial registered agent at this address is Robert K. Soderling whose mailing address is P.O. Box 235, Idaho City, Idaho 83631.

**FIFTH:** The purposes for which the corporation is formed are to own, maintain, operate, repair and improve a water system for providing and delivering water for domestic household uses and irrigation of the lawns and gardens of its members. The members shall comprise the owners of each of the lots within PINE TOP ESTATES, according to the plat thereof on file and of record as Instrument No. 81964, records of the Boise County Recorder, Boise County, Idaho including Lot 8 of Block 3 even though it is exempted from the Restrictive Covenants and Conditions for the subdivision which have been recorded as Instrument No. 110822, records of the Boise County Recorder, Boise County, Idaho. The lots within PINE TOP ESTATES comprise Lots 1 through 3 of Block 1, Lots 4 through 7 of Block 2, Lots 8 through 14 of Block 3, Lots 15 through 18 of Block 4 and Lots 19 through 23 of Block 5.

The corporation is also organized for the purpose of owning, maintaining, operating, repairing and improving a system of private roadways over and across what is designated as Pine Street, Ponderosa Drive and Fir Drive on the plat of PINE TOP ESTATES for use by its members and their invitees, tenants and guests.

The right to the use of the water and the roads shall be subject to the rules and regulations of the Board of Directors of the corporation. The Board of Directors shall have the authority to limit the use of water to in house domestic uses in times of scarcity or when the availability of water will not meet the then current demand.

The corporation is also organized for and shall have all powers granted by law, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power or to do any act that a corporation formed under the act, or any amendments thereto or substitute therefore, may not at that time lawfully carry on or do.

No substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall not carry on any activities which are prevented from being carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

**SIXTH:** No part of the net earnings or the assets of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Fifth.

**SEVENTH:** The corporation shall have members who shall have such rights as are provided in the Idaho Non-Profit Corporation Act and which are consistent with the management authority that these articles grant to the Board of Directors of the corporation. Members shall only include those persons or entities holding fee simple title to a lot in PINE TOP ESTATES including contract buyers but excluding those holding a security interest in a lot for the performance of an obligation. Each of the 23 lots comprising PINE TOP ESTATES are hereinafter collectively called the Lots or singularly called a Lot. Provided, however, a mortgagee of any priority or other security holder in actual possession of a Lot as a result of foreclosure or otherwise and any person taking title through such a mortgagee or other security holder by purchase at foreclosure sale or otherwise shall be a member.

No other person or entity shall be a member of the corporation other than Lot owners. No member of the corporation shall have any right to use water provided by the corporation on any other land other than on the member's Lot.

A member may not sell, transfer or otherwise dispose of that person's or entity's membership in the corporation other than to the person, persons or entities holding fee simple title to that member's Lot. No person shall be admitted as a member in the corporation without his or her consent. Provided, however, if the owner of a Lot does not consent to become a member in the corporation, that owner shall not be entitled to receive water from the corporation or to use the roads within PINE TOP ESTATES.

Any adjustment of the boundaries of the Lots between the Lot owners such as an owner or owners acquiring a portion of another Lot because of an encroachment or to settle a boundary dispute shall not increase the entitlement of water from the corporation to the owner whose Lots has been increased in size or decrease the entitlement of water from the corporation to the owner whose Lot has been decreased in size. New reconfigured boundaries of each Lot in such a case shall be considered a single Lot as if originally described above.

**EIGHTH:** All members shall have the same rights and obligations with respect to dissolution, redemption and transfer and in all other matters except in voting their membership. With respect to voting, if there is more than one owner of a Lot, then those members shall collectively have only one vote and a member owning more than one Lot shall have the number of votes equal to the number of Lots owned by that member.

**NINTH:** The affairs of the corporation shall be managed by its Board of Directors. The number of directors serving on the Board shall be fixed in accordance with the corporation's By-Laws. Each director of the corporation shall, at all times, be a member of the corporation. Other than the directors constituting the initial Board of Directors, who are designated in these Articles, directors shall be elected by the members of the corporation in the manner and for the term provided in the By-Laws of the corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
<b>Director's Position No. 1</b>	
Kathy D. Ball	H.C. 42 Box 1790 Boise, ID 83706
<b>Director's Position No. 2</b>	
Samuel Aarons	P.O. Box 254 Idaho City, Idaho 83631
<b>Director's Position No. 3</b>	
Barbara Ann McClain	P.O. Box 374 Idaho City, ID 83631

The Director named above and designated as holding Director's Position No. 1 shall serve until the first annual meeting of members at which time that Director's position shall terminate. At the first annual meeting of members, the members shall elect a director to fill Director's Position No. 1. The term of office of the Director elected to Director's Position No. 1 shall thereafter be for a term of three years with the position being filled by a vote of the members at every third annual meeting of members thereafter.

The Director named above and designated as holding Director's Position No. 2 shall serve until the second annual meeting of members at which time that Director's position shall terminate. At the second annual meeting of members, the members shall elect a director to fill Director's Position No. 2. The term of office of the Director Position No. 2 shall thereafter be for a term of three years with the position being filled by a vote of the members at every third annual meeting of members thereafter.

The Director named above and designated as holding Director's Position No. 3 shall serve until the third annual meeting of members at which time that director's position shall terminate. The term of office of the director elected to Director's Position No. 3 shall thereafter be for a term of three years with the position being filled by a vote of the members at every third annual meeting of members thereafter.

A vacancy in any of the three Director's positions shall be filled by the members unless first filled by the remaining members of the board of directors.

Despite the expiration of a director's term, the director continues to serve until the director's successor is elected and qualified or until there is a decrease in the number of directors.

**TENTH:** The Board of Directors of the corporation shall have the authority to levy regular and special assessments on all members. The assessments per Lot shall be equal. That is, the members owning one Lot shall collectively be assessed the same amount as one member owning one Lot. A member owning more than one Lot shall be assessed an amount equal to the number of Lots owned by that member multiplied by the amount of the assessment assessed against the member owning one Lot.

The By-Laws of the corporation shall set forth the manner of fixing the amount of the assessment and the method by which the assessment is collected and may make the assessments payable at such times or intervals and upon such notice as set forth in the By-Laws. Assessments shall be enforceable by legal action or by the forfeiture of membership, or both, upon giving written notice twenty days before commencement of such action or such forfeiture. If an assessment is delinquent, the Board of Directors may, in their discretion, shut off the delivery of water or prevent the member from using the roads until the assessment is paid. However, if a membership is forfeited, the member shall no longer be permitted to use any water of the corporation or to have access on the roads as shown on the plat of PINE TOP ESTATES.

**ELEVENTH:** Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of the assets of the corporation consistent with the purposes of the corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the corporation.

**TWELFTH:** The name and address of each incorporator is:

Barbara Ann McClain  
P.O. Box 374  
Idaho City, ID 83631

Robert R. Soderling  
P.O. Box 235  
Idaho City, ID 83631

Kate D. Farnes, Personal Rep.  
of the Estate of Merlin L. Farnes  
515 S. Parkcrest Street, No. 425  
Mesa, AZ 85206

Mary Katherine Egurrola &  
Samule Aarons  
P.O. Box 254  
Idaho City, ID 83631

Ronald L. Ginner and  
Sandra L. Ginner  
HC 33, Box 2510  
Boise, ID 83706

Roger L. Vogler and  
Estelle I. Vogler  
P.O. Box 5662  
Boise, ID 83705

Stephen P. Collins and  
Andrea C. Collins  
P.O. Box 57  
Idaho City, ID 83631

Robert C. Wyllie  
Kim R. Kennedy  
P.O. Box 232  
Idaho City, ID 83631

Robert W. Bongiorno  
Dannie Bongiorno  
Norma Parker  
318 Parkway Dr.  
Boise, ID 83706

Brent J. Abrams  
P.O. Box 323  
Idaho City, ID 83631

Joseph B. Layton  
Linda F. Layton  
Rt. 2, 668 Columbine Dr.  
Paul, ID 83347

Claude Brown, Jr., and  
LaRue F. Brown  
10030 Stardust Dr.  
Boise, ID 83709

David Songer  
3010 Sparks Ave.  
Nampa, ID 83686

Duane S. Perkins  
3615 Sycamore Drive  
Boise, ID 83703

Donald L. Flournoy  
Patricia Diane Flournoy  
2765 E. Westfall  
Mariposa, CA 95338

Michael M. Stromeyer  
9466 Spangler  
Eagle, ID 83616

Claude Brown, Jr. Kate D. Farnes  
and Duane Perkins, Holders of  
Undivided Interest in certain lots,  
10030 Stardust Dr.  
Boise, Idaho 83706

John Brown and  
Kathy D. Ball  
HC 42, Box 1790  
Boise, Idaho 83706

Dated This 3<sup>rd</sup> day of June, 1995.

Lot 1

Barbara A. McClain  
Barbara Ann McClain

Lot 2

Claude Brown, Jr.  
Claude Brown, Jr.

Duane L. Perkins  
Duane Perkins

Kate D. Farnes  
Kate D. Farnes, Personal Rep.  
of the Estate of Merlin L. Farnes

Lot 4

Robert R. Soderling  
Robert R. Soderling, a single man

Lot 6 and 7

Ronald L. Ginner  
Ronald L. Ginner

Sandra L. Ginner  
Sandra L. Ginner

Lot 5

Mary K. Egurrola  
Mary Katherine Egurrola

Samule Aarons  
Samule Aarons

Lot 8

Roger L. Vogler  
Roger L. Vogler

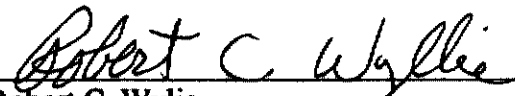
Estelle I. Vogler  
Estelle I. Vogler



Lots 9 and 10

  
Stephen P. Collins

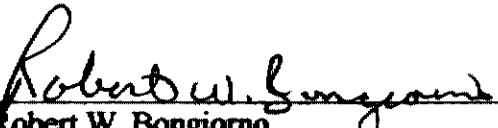
Lots 11 and 13

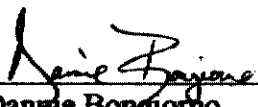
  
Robert C. Wylie

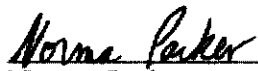
  
Andrea C. Collins

  
Kim R. Kennedy

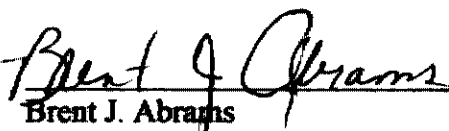
Lot 15

  
Robert W. Bongiorno

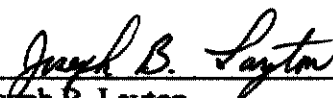
  
Dannie Bongiorno

  
Norma Parker

Lot 16

  
Brent J. Abrams

Lot 17

  
Joseph B. Layton

  
Linda F. Layton

Lot 19

Claude Brown, Jr.  
Claude Brown, Jr.

LaRue F. Brown  
LaRue F. Brown

Lot 12

Donald A. Flournoy  
Donald A. Flournoy

Patricia Diane Flournoy  
Patricia Diane Flournoy

Lot 21

Jon K. Brown  
Jon K. Brown

Kathy D. Ball  
Kathy D. Ball

Lot 23

David Songer  
David Songer

Lot 3 and 14

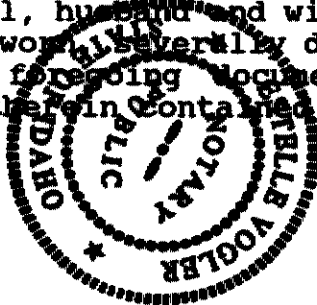
Kate D. Farnes  
Kate D. Farnes, Personal Rep.  
of the Estate of Merlin L.  
Farnes

LOT 20 and 22

Michael M. Stromeyer  
Michael M. Stromeyer

STATE OF IDAHO       )  
                              : ss.  
County of Boise       )

I, Estelle Vogler, a notary public, do hereby certify that on this 3rd day of June, 1995, personally appeared before me, Barbara Ann McClain; Robert R. Soderling; Mary Katherine Egurrola and Samule Aarons, husband and wife; Ronald L. Ginner and Sandra L. Ginner, husband and wife; Stephen P. Collins and Andrea C. Collins, husband and wife; Robert C. Wyllie; Kim R. Kennedy; Robert W. Bongiorno; Dannie Bongiorno; Norma Parker; Brent J. Abrams; Joseph B. Layton and Linda F. Layton, husband and wife; Jon K. Brown and Kathy D. Ball, husband and wife; and David Songer, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.



Estelle Vogler  
Notary Public for Idaho  
Residing at Idaho City, Idaho  
My Commission Expires 9-16-98

STATE OF IDAHO       )  
                              : ss.  
County of Boise       )

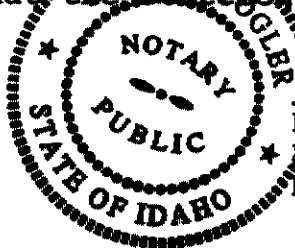
I, Estelle Vogler, a notary public, do hereby certify that on this 2th day of June, 1995, personally appeared before me Claude Brown, Jr., who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.



Estelle Vogler  
Notary Public for Idaho  
Residing at Idaho City, ID  
My Commission expires 9-16-98

STATE OF IDAHO )  
 : SS.  
County of ~~Ada~~ )

I, Estelle Vogler, a notary public, do hereby certify that on this 7th day of June, 1995, personally appeared before me Duane Perkins, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.



Estelle Vogler  
Notary Public for Idaho  
Residing at 14th St., ID  
My Commission Expires: 9-16-98

STATE OF IDAHO )  
 : SS.  
County of ~~Ada~~ )

I, Estelle Vogler, a notary public, do hereby certify that on this 8th day of June, 1995, personally appeared before me Claude Brown, Jr. and LaRue F. Brown, husband and wife, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.



Estelle Vogler  
Notary Public for Idaho  
Residing at 14th St., ID  
My Commission Expires: 9-16-98

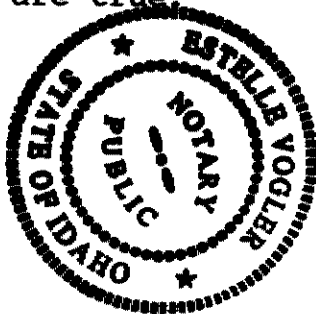
STATE OF IDAHO )  
 : SS.  
County of Ada )

I, William D. Collins, a notary public, do hereby certify that on this 7 day of June, 1995, personally appeared before me Roger L. Vogler and Estelle I. Vogler, husband and wife, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

William D. Collins  
Notary Public for Idaho  
Residing at Boise Idaho  
My Commission expires 2-27-97

Idaho  
STATE OF ~~ARIZONA~~ )  
County of Boise ) : ss.

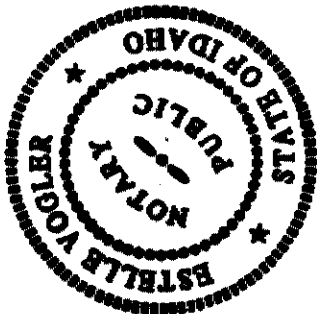
I, Estell Vogler, a notary public, do hereby certify that on this 17th day of June, 1995, personally appeared before me Kate D. Farnes, as Personal Representative of the Estate of Merlin L. Farnes, deceased, who being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.



Estell Vogler  
Notary Public for Idaho  
Residing at Idaho City, Id  
My Commission expires 9-16-98

STATE OF IDAHO )  
County of Boise ) : ss.

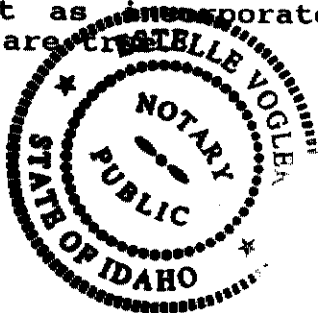
I, Estelle Vogler, a notary public, do hereby certify that on this 9 day of June, 1995, personally appeared before me, Donald A Flounoy and Patricia Diane Flounoy husband and wife, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.



Estelle Vogler  
Notary Public for Idaho  
Residing at Idaho City, Id  
My Commission Expires 9-16-98

STATE OF IDAHO       )  
                              : ss.  
County of Boise    )

I, Estelle Vogler, a notary public, do hereby certify  
that on this 9th day of June, 1995, personally  
appeared before me, Michael A. Strong,  
who being by me first duly sworn,  
severally declared that they are the persons who signed the  
foregoing document as incorporators, and that the statements  
therein contained are true.



Estelle Vogler  
Notary Public for Idaho  
Residing at Idaho City, ID  
My Commission Expires 9-16-98