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ARTICLES OF INCORPORATION

OF

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FENIX RANCHETTE ESTATES HOMEOWNERS' ASSOCIATION, INC. STATE

OF IDAHO

In compliance with the requirements of Idaho Code Title 30, Chapter 3, the undersigned, resident of Idaho and of full age, for the purpose of forming a corporation not for profit does hereby certify:

ARTICLE I

The name of the corporation is FENIX RANCHETTE ESTATES HOMEOWNERS' ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 603 E. State Street, Eagle, ID 83616

ARTICLE III

Anita Fenix whose address is 603 E. State Street, Eagle, ID 83616, is hereby appointed the initial registered agent of the Association.

ARTICLE IV

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residents lots and common area with that certain tract of property described as:

In the county of Ada, State of Idaho:

FENIX RANCHETTE ESTATES SUBDIVISION

And to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose 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 that certain Declaration of Covenants, Conditions and Restrictions hereinafter called the "Declaration" applicable to the property and recorded or to be recorded in the office of the Ada County Recorder, Ada County, Idaho, and as the same may be amended from the time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

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- b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or government charges levied or imposed against the property 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;
- d) Borrow money, and with the assent of two-thirds (2/3) of the members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- e) Dedicate, sell or transfer all or any part of the common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;
- f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;
- g) Have and to exercise any and all powers, rights and privileges that a corporation organized under the Non-Profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE V

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot, which is subject to assessment, by the Association.

ARTICLE VI

The Association shall have one class of voting membership:

Class A: Class A members shall be all owners and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VII

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Anita Fenix 603 E. State Street
Eagle, ID 83616

Trena Fenix-Sato 603 E. State Street
Eagle, ID 83616

Lori Fenix-Murray 603 E. State Street
Eagle, ID 83616

At the first annual meeting, the members shall elect three directors for a term of one (1) year. At each annual meeting thereafter, the members shall elect three (3) directors for a term one (1) year.

ARTICLE VIII

Dissolution

The Association may be dissolved with the affirmative vote of not less than two-thirds (2/3) of the members at an annual or special meeting called for such purpose. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, convey and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

Incorporation

The name and address of the incorporator of this corporation is Anita Fenix, 603 E. State Street, Eagle, ID 83616.

ARTICLE X

Duration

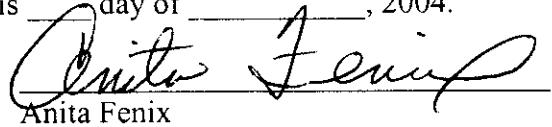
The corporation shall exist perpetually.

ARTICLE XI

Amendments

Amendment of these Articles shall require the assent of two thirds (2/3) of the entire membership.

IN WITNESS WHEREOF, For the purposes of forming this corporation under the laws of the State of Idaho, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation, this _____ day of _____, 2004.


Anita Fenix