

State of Idaho

Department of State

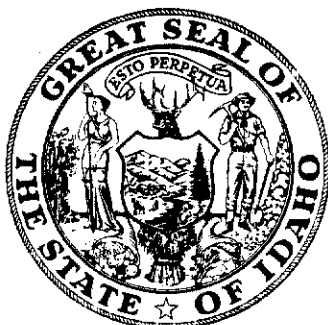
CERTIFICATE OF INCORPORATION OF

SHADOW BROOK HOMEOWNER'S ASSOCIATION, INCORPORATED
File number C 117739

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 SHADOW BROOK HOMEOWNER'S ASSOCIATION, INCORPORATED 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: January 6, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *George Bellis*

ARTICLES OF INCORPORATION

OF

SHADOW BROOK

HOMEOWNER'S ASSOCIATION, INCORPORATED

JAN 6 10 50 AM '97
SECRETARY OF STATE
STATE OF IDAHO

We, the undersigned residents of the State of Idaho, being 18 years or more of age, do hereby associate ourselves together for the purpose of forming a corporation under the Idaho Non-Profit Corporation Act.

ARTICLE I

Name

The name of the corporation shall be SHADOW BROOK HOMEOWNER'S ASSOCIATION, INCORPORATED.

ARTICLE II

Non-Profit Corporation

The corporation is a non-profit corporation.

ARTICLE III

Duration

The duration of this corporation shall be perpetual.

ARTICLE IV

Purposes

To promote the health, safety, and welfare of all persons, firms and corporations owning property in Shadow Brook Subdivision (a Planned Unit Development) according to the plat thereof, recorded in the records of Teton County, Idaho, such purposes include, but are not limited to: the improvement and maintenance of the common areas, the upkeep of all vacant and unimproved lots, the enforcement of conditions, covenants, and restrictions on and appurtenant to said property, to acquire, own, or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes, to do any and all things necessary to promote the general welfare

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of the residents and owners of any portions of Shadow Brook Subdivision to arrange social and recreational functions for its members, and to exercise any and all powers that may be delegated to it from time to time by the owners of real property in the tract. This corporation shall not engage in political activity or pursue political purposes of any kind or character.

ARTICLE V

Membership

The corporation shall be comprised of one class of members, which class shall be comprised of all persons, firms, partnerships, corporations and other entities meeting the qualifications for membership specified in the Bylaws adopted by the corporation and shall have all the right of membership designated therein. Evidence of membership shall be made by the corporation issuing a certificate of membership to each duly qualified member. The members of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation. The management of the corporation shall be vested in its Board of Directors and not in the members and the authority of said Board of Directors shall be as set forth in the Bylaws of the corporation.

ARTICLE VI

Assessments

Assessments may be levied upon all members. The Board of Directors is authorized to fix the amount thereof from time to time, and make them payable at such times or intervals, and upon such notice, and by such methods as the Directors may prescribe. Assessments may be made enforceable by action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. Assessments may be secured by a lien upon real property to which membership rights are appurtenant.

ARTICLE VII

Registered Office and Agent

The address of this corporation's initial registered office and the name of its original registered agent at such address is: Earl Gene Sewell, 352 North First East, Driggs, Idaho 83422.

ARTICLE VIII

Directors

The number of directors constituting the initial Board of Directors of the corporation is three (3). The names and addresses of the persons who are to serve as initial directors are as follows:

Name	Addresses
Earl Gene Sewell	352 North First East Driggs, Idaho 83422 Phone: (208) 354-2291
Sonja Sewell	Same as above
Peter Estay	P. O. Box 545 Driggs, Idaho 83422 Phone: (208) 354-8801

ARTICLE IX

Incorporators

The names and addresses of the persons forming this corporation are as follows:

Name	Addresses
Earl Gene Sewell	352 North First East Driggs, Idaho 83422 Phone: (208) 354-2291
Sonja Sewell	Same as above

ARTICLE X

Distribution on Dissolution

The distribution of assets on dissolution will be to its members pro-rata.

These articles of incorporation have been executed on this 19 day of December, 1996.

Earl Gene Sewell
EARL GENE SEWELL, Incorporator

Sonja Sewell
SONJA SEWELL, Incorporator

STATE OF IDAHO)
 : ss.
County of Teton)

On this 19 day of December, 1996, before me a Notary Public in and for said State, personally appeared EARL GENE SEWELL and SONJA SEWELL, husband and wife, known or identified to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.



Karen L. Urban
Notary Public for Idaho
Residing at: Driggs
My Commission expires: 5/31/2002