



CERTIFICATE OF INCORPORATION
OF

RIVER RUN HOMEOWNERS ASSOCIATION, INC.

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 _____

RIVER RUN HOMEOWNERS 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 May 9, 19 80.



SECRETARY OF STATE

Corporation Clerk

MAY 9 9 20 AM '80
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
RIVER RUN HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be RIVER RUN HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as "River Run Association".

ARTICLE II

TERM

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

ARTICLE III

NON-PROFIT

This corporation shall be a non-profit, membership

corporation.

ARTICLE IV

REGISTERED AGENT

The location and street address of the initial registered office of this corporation shall be 1100 West Jefferson, Boise, Idaho 83702, and Peter S. O'Neill is hereby appointed the initial registered agent of the River Run Association, Inc.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This corporation 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 and preservation of the Common Area owned by the River Run Association, and the architectural control of the Property Covered by the Declaration of Covenants, Conditions and Restrictions for River Run, recorded in the Office of the County Recorder, Ada County, Idaho (River Run Declaration) and to promote the health, safety and welfare of the residents within the Property Covered and any additions thereto as may hereafter be brought within the jurisdiction of the River Run Association by amendment or supplement to the River Run Declaration for this purpose to:

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

(B) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the River Run Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the River Run Association, including all licenses, taxes or governmental charges levied or imposed against the Common Area owned by the River Run 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 River Run Association under the limitations imposed by River Run Declaration;

(D) Borrow money, and with the assent of two-thirds (2/3) of each class of 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 or set forth in the River Run Declaration. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of Members, agreeing to such dedication, sale or transfer and otherwise conforms to the limitations imposed by the River Run Declaration;

(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 comply with the requirements of the River Run Declaration;

(G) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non profit Corporation Law of the State of Idaho may by law now or hereafter have or exercise, subject only to limitations contained in the By-Laws and the River Run Declaration and the amendments and supplements thereto.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Building Lot which is subject to the River Run Declaration, including contract sellers, shall be a Member of the River Run Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

Membership shall be appurtenant and to and may not be separated from ownership of any Building Lot which is subject to the River Run Declaration.

ARTICLE VII

VOTING RIGHTS

The River Run Association shall have three classes of voting membership:

A. Class A. Class A Members shall be the Delegates and shall be entitled to one vote for each Building Lot owned by Members of the Local Association represented by such Delegate.

B. Class B. The Class B. Member shall be the Grantor. Upon the first sale of a Building Lot to an Owner, Grantor shall thereupon be entitled to five (5) votes for each Building Lot owned by Grantor, which such Building Lot is subject to

the River Run Declaration. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier: (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; provided that the Class B membership shall not be converted to Class A membership before the expiration of five (5) years from the date that the first Building Lot is sold to an Owner; or (ii) seven (7) years from the first sale to an Owner of a Building Lot.

C. Class C. The Class C Member shall be all Owners, with the exception of the Grantor and the Delegates and shall be entitled to no vote except that Building Lots owned by such Class C members shall be counted for purposes of determining the number of votes of the Class A Members.

All voting power in the River Run Association shall be exercised by Delegates selected as provided in the River Run Declaration, and no Member shall be entitled to cast his or her own vote. All contracts for management of any Common Area shall be for a term not exceeding one year and be subject to review by the Board upon termination of the Class B membership.

ARTICLE VIII

MEMBERSHIP CERTIFICATES

Members shall be entitled to receive a Certificate of Membership. There shall be one (1) membership in the River Run Association for each Building Lot as established in the River Run Declaration. Members of the River Run Association must be and remain Owners of Building Lots within the Property subject to the River Run Declaration and the River Run Association shall include as Members all Owners of Building Lots within the Property, subject to the River Run Declaration.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of three (3) directors, who need not be Members of the River Run 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:

Peter S. O'Neill	1100 W. Jefferson Street Boise, Idaho 83702
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Bill M. Chronic	707 North 27th Street Boise, Idaho 83702
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Robert H. Schwarz

2059 Creekside Lane
Boise, Idaho 83706

ARTICLE X

ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the River Run Declaration and for the payment and discharge of the liabilities of the River Run Association as provided for in the River Run Declaration and as set forth in the By-Laws of the River Run Association.

ARTICLE XI

BY-LAWS

The By-Laws of this corporation may be altered, amended or new By-Laws adopted by any regular or any special meeting of the River Run Association called for that purpose by the affirmative vote of Delegates representing two-thirds (2/3) of each class of membership.

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the River Run Association and the Members for the payment of Assessments, the By-Laws may incorporate by reference the provisions of the River Run Declaration.

ARTICLE XII

DISSOLUTION

Subject to the provisions as to mortgage protection set forth in the River Run Declaration, the River Run Association may be dissolved with the assent given in writing and signed by Delegates representing not less than two-thirds (2/3) of each class of Members. Upon dissolution of the River Run Association, other than incident to a merger or consolidation, the assets of the River Run Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this River Run Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of Delegates representing not less than seventy-five percent (75%) of each class of Members and no amendment which is inconsistent with the provisions of the River Run Declaration shall be valid.

ARTICLE XIV

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions and such other actions as are specified in the River Run Declaration shall require the prior approval, as specified in the River Run Declaration, of the Federal Housing Administration, the Veterans Administration and such other agencies as are specified in the River Run Declaration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles, and such other matters as are specified in the River Run Declaration.

ARTICLE XV

MEANING OF TERMS

All terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the River Run Declaration, which terms include without limitation: "Articles", "Assessments", "Board", "Building Lot", "By-Laws", "Common Area", "Delegate", "Grantor", "Local Association", "Local Common Area", "Member", "Property", "Property Covered", and "Owner".

ARTICLE XVI

Mary J. Lynch whose street address is 802 West Bannock,

Boise, Idaho 83702 shall be the incorporator of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 8th day of May, 1980.

Mary J. Lynch
MARY J. LYNCH