

ARTICLES OF INCORPORATION
OF

2010 FEB -4 AM 10: 37

BLACKSMITH CONDOMINIUM OWNERS ASSOCIATION, INC. SECRETARY OF STATE
OFFICE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME:

The name of the corporation shall be Blacksmith Condominium Owners Association, Inc. This corporation is a nonprofit corporation.

ARTICLE 2. DURATION:

The duration of this corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS:

The purposes for which the corporation is organized are to serve as the management body for the Blacksmith Condominiums (hereinafter the Property") following the Transition Date (as that term is defined in the Declaration (defined below); to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and any other activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. Without limiting the foregoing, it is expressly provided hereby that:

- (a) The corporation shall exercise all of the powers and privileges and perform all of the duties and obligations of the corporation as set forth in the Condominium Declaration and Covenants, Conditions, Restrictions, and Reservations for the Blacksmith Condominiums (hereafter "Declaration") applicable to the Property and recorded or to be recorded in the Office of the Ada County Recorder, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set out at length.
- (b) The corporation shall fix, levy, collect and enforce payment by any lawful means, all charges or assessments, periodic or special, that are authorized to be made under the Declaration.

ARTICLE 4. MEMBERSHIP:

The Declarant, so long as Declarant is an Owner, and every Owner of a Unit shall be a member of the corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the payment of an obligation. Membership shall be appurtenant to and may not be separated from the ownership of any Unit. Such ownership shall be the sole qualification for membership and shall automatically commence upon a person

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becoming such Owner and shall automatically terminate and lapse when such ownership in said property shall terminate or be transferred

ARTICLE 5. VOTING RIGHTS:

The voting rights of the Owners shall be as set forth in the Declaration.

ARTICLE 6. REGISTERED OFFICE AND AGENT:

The physical address of the initial registered office of this corporation is 776 West Myrtle Street, Suite 200, Boise, ID 83702, and the name of its initial registered agent at such physical address is Residential Association Management LLC. The mailing address of the initial registered agent is P.O. Box 7140, Boise, 83707.

ARTICLE 7. DIRECTORS:

The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein, but in no event shall less than three (3) persons serve as the corporation's directors. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until their successors are elected and qualify, or unless they resign or are removed, are:

Tom Daly	5416 East Baseline Road - Suite 137 Mesa, AZ 85206
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Marilyn White	5416 East Baseline Road - Suite 137 Mesa, AZ 85206
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William D. Mitchell	500 12th Avenue South Nampa, ID 83651
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ARTICLE 8. INCORPORATOR:

The name and address of the incorporator are as follows:

Quentin M. Knipe	Stoel Rives 101 South Capitol Boulevard - Suite 1900 Boise, ID 83702
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ARTICLE 9. AMENDMENTS; CONFLICTS:

Amendments of these Articles may be made at any regular meeting, or any special meeting of the corporation called for that purpose, by the affirmative vote of more than two-thirds (2/3) of the total voting power of the corporation's members, and, if required by the

Declaration, the consent of holders of first mortgages in Unit(s) who have requested of the Corporation in writing to provide them notice of proposed action which affects their interests. No amendment which is inconsistent with the provisions of the Declaration shall be valid and in the event of any conflict between these Articles and the Declaration, the Declaration shall control, unless otherwise required by applicable law.

ARTICLE 10. DISSOLUTION:

Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be dedicated to the management body for the Property, otherwise to the Members.


ARTICLE 11. LIMITATION OF LIABILITY:

A director of this corporation shall not be personally liable to this corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (ii) for any transaction from which the director derived any improper personal benefit. If the Idaho Nonprofit Corporation Act (the "Act") is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article 11 by the members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE 12. CAPITALIZED TERMS:

Any capitalized terms which are not defined herein shall have the meanings ascribed to them in the Declaration.

EXECUTED effective as of the 4th day of February, 2010, by the undersigned incorporator.



Quentin M. Knipe