

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

**CENTRAL VALLEY CORPORATE PARK NO. 7
ASSOCIATION, INC.**

05 MAY -2 AM 11:44

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL PERSONS 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 ("Articles"):

ARTICLE 1 - NAME

The name of the corporation shall be CENTRAL VALLEY CORPORATE PARK NO. 7 ASSOCIATION, INC. (the "Association").

ARTICLE 2 - TERM

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

ARTICLE 3 - NON-PROFIT

The Association shall be a non-profit, membership corporation.

ARTICLE 4 - REGISTERED AGENT

The location and street address of the initial registered office of the Association shall be 7886 Joplin Road, Nampa, Idaho 83687, and Steven F. Wensel is hereby appointed the initial registered agent of the Association.

ARTICLE 5 - PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Association is formed are to exercise all of the powers and privileges and perform all of the Association's duties and obligations as set forth in the Declaration of Covenants, Conditions, Easements and Restrictions for Central Valley Corporate Park No. 7, recorded in the official records of Ada County, Idaho, as amended and supplemented from time to time (the "Declaration"), including, without limitation, the following powers:

IDAHO SECRETARY OF STATE
05/02/2005 05:00
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(A) Fix, levy, collect and enforce payment by any lawful means of all charges or Assessments pursuant to the terms of the Declaration and all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(B) 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 under the limitations imposed by the Declaration;

(C) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(D) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation shall comply with the requirements of the Declaration; and

(E) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in these Articles, the bylaws of the Association, and/or the Declaration, and any amendments and supplements thereto.

ARTICLE 6 - MEMBERSHIP

During the existence of this Association, every Owner, including Declarant, shall be a Member of the Association. No Owner, except Declarant (as provided in Article VII), shall have more than one membership in the Association for each Lot owned.

All of the substantive additions and deletions are identified on the redline draft.

ARTICLE 7 - VOTING RIGHTS

The Association shall have two (2) classes of memberships:

(a) Class A. Class A Members shall include all Owners with the exception of Declarant. Class A Members shall not be entitled to vote in the Association until such time as the Class B Member ceases to exist. As of the Class B Member Termination Date (as defined below), each Class A Member shall be entitled to the number of votes per Lot as set forth on Exhibit A attached hereto and incorporated herein by this reference. Notwithstanding anything to the contrary, when a Lot has more than one (1) Owner, the vote for such Lot shall be exercised as determined by the Lot's Owners, but in no event shall the number of votes per Lot be greater than that set forth on Exhibit A for the respective Lot.

(b) Class B. The Class B member shall be the Declarant. The Class B Member shall have the exclusive right to elect and appoint the Board and shall be the sole voting Member of the Association until such time as the Class B Member ceases to exist. Upon the earlier of (i) five (5) years after the substantial completion of the construction of the last Building on the Property or (ii) the date the Class B Member does not own any of the Lots, the Class B

Member shall be terminated and shall cease to exist. This date may be referred to as the "Class B Member Termination Date."

ARTICLE 8 - BOARD OF DIRECTORS

The affairs of the Association shall be controlled by the Board of Directors (the "Board") to carry out all of the powers and duties of the Association as set forth herein, and shall be selected as follows:

(a) Selection of Directors Prior to Class B Member Termination Date. Until the Class B Member Termination Date, the Board shall consist of three (3) Directors (individually a "Director" or collectively the "Directors") appointed by the Class B Member in the Class B Member's discretion. Prior to the Class B Member Termination Date, the Class B Member shall have the right to remove and replace any Director, with or without cause, in the Class B Member's discretion.

(b) Selection of Board After the Class B Member Termination Date. Subsequent to the Class B Member Termination Date, the then current directors shall serve until the next annual meeting. At that time, the Class A Members shall elect new Directors, who shall serve until the next annual meeting, or until a successor has been elected or until death, resignation, removal or judicial adjudication of mental incompetence. Directors shall not receive any salary or other compensation for their services as Directors; provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Association in some other capacity and receiving compensation therefor. The names and addresses of the individuals who are to act in the capacity of Directors until the selection of their successors are as follows:

Ronald C. Nahas	1 Bates Blvd., Suite 200 Orinda, California 94563
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Angie Wensel	7886 Joplin Road Nampa, Idaho 83687
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Steven F. Wensel	7886 Joplin Road Nampa, Idaho 83687
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ARTICLE 9 - ASSESSMENTS

Each Member shall be responsible for the performance of such Member's duties and responsibilities provided for in the Declaration and shall be liable for the payment of Assessments pursuant to the Declaration and as set forth in the bylaws of the Association.

ARTICLE 10 - BYLAWS

The bylaws of this Association may be altered, amended, or new bylaws adopted at any regular meeting, or any special meeting of the Association called for that purpose, by the

affirmative vote of no less than two-thirds (2/3) of the total voting power of the Association. 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 Association, and the Members for the payment of Assessments, the bylaws may incorporate by reference the provisions of the Declaration.

ARTICLE 11 - DISSOLUTION

The Association shall only be dissolved at a regular meeting, or a special meeting of the Association called for that purpose, by the affirmative votes of no less than two-thirds (2/3) of the total voting power of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the real property and other assets of the Association shall be distributed as follows: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created; or (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted by any organization exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law).

ARTICLE 12 - AMENDMENTS

Amendment of these Articles may be made at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative vote of no less than two-thirds (2/3) of the total voting power of the Association, and, if required by the Declaration, the consent of holders of first mortgages on Lot(s) who have requested in writing that the Association provide them notice of proposed actions which affect their interests. No amendment which is inconsistent with the provisions of the Declaration shall be valid.

ARTICLE 13 - MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are ascribed to such terms in the Declaration.

ARTICLE 14 - INCORPORATION

Kelly T. Barbour, 601 W. Bannock St., Boise, Idaho 83702 shall be the initial incorporator of the Association.

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective this 2nd day of May, 2005.

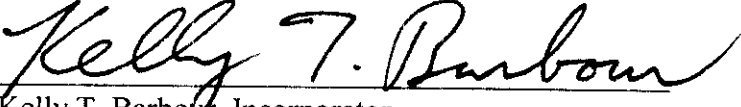

Kelly T. Barbour, Incorporator

EXHIBIT A
VOTING RIGHTS

Lot #	Number of Votes
1	18
2	10
3	10
5	12
6	12
7	17
8	10
9	10
Total	100