

FILED EFFECTIVE

AFTER FILING MAIL TO:

Connie J. Dart
7428 W. Garden Glen Dr.
Boise, ID 83714

SPACE FOR SECRETARY OF STATE'S

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ARTICLES OF INCORPORATION

OF

GLENBROOK TOWNHOMES OWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act (the "Act"), adopts the following Articles of Incorporation.

FIRST: The name of the corporation is Glenbrook Townhomes Owners Association, Inc. (the "Corporation").

SECOND: The purpose for which the Corporation is organized is to establish, own, manage, and maintain the common area of the Glenbrook Townhouses Subdivision, a residential subdivision in Ada County, Idaho for the common use and enjoyment of the members of the Corporation, to engage in such other activities as may be to the mutual benefit of the owners of property in the Glenbrook Townhouses Subdivision, and to engage in the transaction of any lawful activity.

THIRD: The address of the initial registered office of the Corporation is 7428 W. Garden Glen Dr., Boise, Idaho 83714 and the name of its initial registered agent at such address is Connie J. Dart.

FOURTH: The Corporation will have members. Every person or entity who is the record owner of a fee simple title to any lot in the Glenbrook Townhouses Subdivision, whether one or more persons or entities, excluding those having such interest merely as

security for the performance of an obligation, shall, by virtue of such ownership, be a member of the Corporation. Such ownership shall be the sole qualification for membership, and shall automatically terminate and lapse when such ownership shall terminate or be transferred. When more than one person holds such interest in any lot, all such persons as a group shall be a member.

FIFTH: The name and address of the incorporator is Connie J. Dart, 7428 W. Garden Glen Dr., Boise, Idaho 83714.

SIXTH: The number of directors constituting the initial board of directors of the Corporation is four (4), and the names and addresses of the individuals who will serve as the directors until the first annual meeting of members or until their successors are elected and shall qualify are:

Name	Address
Kathryn H. Hartley	5564 North Trivium Boise, ID 83714
David A. Harris	5546 North Trivium Boise, ID 83714
Tawny Aldrich	5497 Rivulet Boise, ID 83714
Connie J. Dart	7428 West Garden Glen Drive Boise, ID 83714

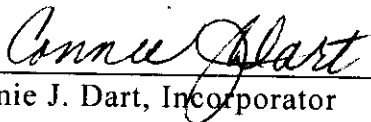
SEVENTH: There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or its members for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall

not eliminate the liability of a director to the Corporation or to its members for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is in the Corporation's original Articles of Incorporation and, thus, is effective on the date of the Corporation's incorporation. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article by the members of the Corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a director of the Corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

EIGHTH: In addition to the other powers now or hereafter conferred upon the Corporation by these Articles of Incorporation, the Act or otherwise, the Corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries, and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The board of directors is hereby authorized on behalf of the Corporation, and without member action, to exercise all of the Corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

NINTH: Upon dissolution or other termination of the Corporation, the directors may make a distribution to members only to the extent necessary to dispose of known and unknown valid claims against the Corporation consistent with the Act. No other distribution upon dissolution of the property of the Corporation nor any of the proceeds of such property shall be made to the members of the Corporation as such, but all the property and proceeds shall, subject to the discharge of valid obligations of the Corporation, be distributed as directed by the members of the Corporation to the governing body of any community or communities for the welfare of which the Corporation shall have been operated or to one or more corporation or other organization not organized for profit and operated exclusively for the promotion of social welfare, and which does not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

In witness whereof, I have subscribed these Articles of Incorporation this 17th day of October 2005.



Connie J. Dart, Incorporator

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