



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**RANCH SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC.**

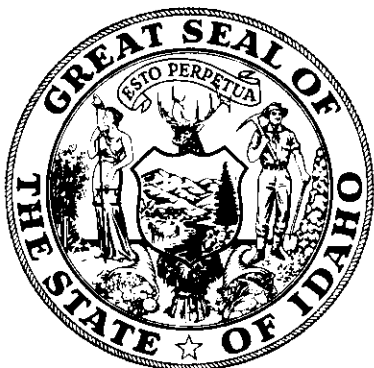
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**RANCH SUBDIVISION PROPERTY OWNERS 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 19, 19 83



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

**ARTICLES OF INCORPORATION**

OF

**RANCH SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC.**

03 MAY 19 PM 1 02

SECRETARY OF  
STATE

**ARTICLE I**

The name of this corporation is:

**RANCH SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE II**

The principal place of business of this corporation shall be Boise, Ada County, State of Idaho, but meetings of members and directors may be held at such other places within the State of Idaho as the board of directors may determine. The street address of the initial registered office of this corporation and the name of its initial registered agent at such address, are as follows:

Idaho City Stage  
Boise, Idaho 83706

Agent: Donald R. Brothers

**ARTICLE III**

The nature of the business and the object and purpose of this corporation shall be as follows:

1. This corporation is a non-profit corporation, as such terms defined in Title 30, Chapter 3, Idaho Code. It does not contemplate monetary gain or profit, and no part of its income or property shall at any time be distributable to its members (provided, however, this provision shall not be construed to prohibit the payment of reasonable operating expenses, nor from providing benefits to members in furtherance of its objectives and purposes).

2. It shall be a specific purpose and obligation of this corporation to provide and furnish domestic water through a domestic water supply system and irrigation water through an irrigation water supply system to its members for their mutual benefit. To that end, the corporation shall furnish all

EXHIBIT A

necessary management, control, operation, care, maintenance, repairs, replacement, and upkeep of wells, pumping equipment, mains, pipe lines, valves, meters and all other equipment necessary for the construction, maintenance and operation of the aforesaid water supply systems as specified in the Bylaws of this corporation.

3. The corporation shall construct, use, maintain, repair, improve and provide for snow removal for all public roads or streets within the Ranch Subdivision Nos. 1, 2, and 3, as described and defined on the official subdivision plats on file in the Boise County Records Office as Instrument Nos. 82779, 80873, 82780, 80874, and 82781 respectively, and other access roads thereto, until such a time said roads, streets, and access roads come under the jurisdiction of the State of Idaho, Boise County or any road district within said State or County.

4. The corporation shall enforce the Restrictive and Protective Covenants of the Ranch Subdivision Nos. 1, 2, and 3, as recorded in the Boise County Records Office as Instrument Nos. 80155, 88123, 88124 and all subsequent amendments, as specified in the Bylaws of this corporation.

5. The corporation may conduct any lawful business which the board of directors shall find to be in the best interest of its members.

6. The corporation may borrow from any source, money, goods, or services without limitation as to amount of corporate indebtedness or liability.

7. The corporation may buy, lease, hold or exercise all privileges of ownership in and to the real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation or incidental thereto.

8. The corporation may establish reserves and to invest the funds thereof in stocks, bonds, and other property as the board of directors may deem satisfactory.

9. The corporation may levy assessments in such manner and in such amount as may be provided in the Bylaws of this corporation.

10. The corporation has the right to have and exercise all powers, privileges and rights conferred on corporations by the State of Idaho and all powers and rights incidental in carrying out the purposes for which this corporation is formed, except such as are inconsistent with the express provisions of the act under which the corporation is incorporated.

11. The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Idaho, all of which are hereby expressly claimed.

#### **ARTICLE IV**

The membership in this corporation shall be fixed and consist of the following:

1. Every person(s) or entity who is an owner of any Lot in Ranch Subdivision Nos. 1, 2 and 3, as described and defined on the official subdivision plats on file in the Boise County Records Office as Instrument Nos. 82779, 80873, 82780, 80874, and 82781.

2. Every person(s) or entity who is an owner of any metes and bounds parcel which is entitled to a domestic water supply hookup and/or irrigation water supply hookup as identified in the Bylaws of this corporation.

Membership shall not include a person or entity whose interest in any lot or parcel is merely as security for the performance of an obligation.

In the event of conveyance or legal transfer of a member's ownership interest in any such lot or parcel, the transferer person(s) or entity shall cease to be a member of this corporation, and such membership shall automatically vest in the transferee person(s) or entity.

#### **ARTICLE V**

This corporation shall have four membership classes for voting purposes as follows:

**Class A.** Class A members shall be every person(s) or entity who is an owner of any lot in the Ranch Subdivision Nos. 1, 2, and 3, as described and defined on the official subdivision plats on file in the Boise County Recorders Office as Instrument Nos. 82779, 80873, 82780, 80874, and 82781, which is entitled to domestic water supplied by this corporation and every person or entity who is an owner of any metes and bounds parcel which is entitled to domestic water supplied by this corporation, as identified in the Bylaws of this corporation. Class A members shall be entitled to one vote for each lot or parcel owned on all matters that pertain to the domestic water and its supply system.

**Class B.** Class B members shall be every person(s) or entity who is an owner of any lot in the Ranch Subdivision No. 1, 2, and 3, as described and defined on the official subdivision plats on file in the Boise County Recorders Office as Instrument Nos. 82779, 80873, 82780, 80874, and 82781, and every person(s) or entity who is an owner of any metes and bounds parcel which is entitled to irrigation water supplied by this corporation, as identified in the Bylaws of this corporation. Class B members shall be entitled to one vote for each acre owned (rounded off to the nearest acre) on all matters that pertain to the irrigation water and its supply system.

**Class C.** Class C members shall be every person(s) or entity who is an owner of any lot in the Ranch Subdivision Nos. 1, 2, and 3, as described and defined on the official subdivision plats on file in the Boise County Recorders Office as Instrument Nos. 82779, 80873, 82780, 80874, and 82781, and every person(s) or entity who is an owner of any metes and bounds parcel bound by legal agreement to comply with the Restrictive and Protective Covenants of the Ranch Subdivision Nos. 1, 2, and 3, as recorded in the Boise County Recorders Office as Instrument Nos.

80155, 88123, 88124 and all subsequent amendments, as identified in the Bylaws of this corporation. Class C members shall be entitled to one vote for each lot or parcel owned on all matters that pertain to the aforesaid Restrictive and Protective Covenants of the Ranch Subdivisions.

**Class D.** Class D members shall be every person(s) or entity who is a Class A, B, and C member. Class D members shall be entitled to one vote for each lot or parcel owned on all matters not specifically referred to in the aforesaid classes.

#### **ARTICLE VI**

The affairs of the corporation shall be managed by a Board of Directors, consisting of five (5) members, who must be corporation members in good standing, as specified in the Bylaws of this corporation. The names and addresses of the members of the initial Board of Directors, who shall act until the first annual meeting of the membership, or until their successors are duly elected and qualified, are:

Donald R. Brothers  
Idaho City Stage  
Boise, Idaho 83706

William Franke  
Idaho City Stage  
Boise, Idaho 83706

John Carey  
Idaho City Stage  
Boise, Idaho 83706

John Tromburg  
3040 Duane Drive  
Meridian, Idaho 83642

Larry Harris  
216 7th Avenue South  
Nampa, Idaho 83651

#### **ARTICLE VII**

Meetings of the members, and of the Board of Directors, shall be held at the times and places and called in the manner as specified in the Bylaws of this corporation.

#### **ARTICLE VIII**

The corporation shall have bylaws which shall be adopted by the members. Any provision of the Bylaws may be adopted, repealed or amended by vote of two-thirds (2/3) of the voting power of Class A, B, C, or D membership as specified in the Bylaws of the corporation at any annual membership meeting, or any special membership meeting called for such purpose when a

notice of the specific purpose of the meeting has been duly called and a statement of the proposed amendment has been provided and a quorum of members are present in person or by proxy.

#### **ARTICLE IX**

This corporation may be voluntarily dissolved upon the vote of at least two-thirds (2/3) of the total voting power of its membership at any meeting called for such purpose when a notice of the purpose of the meeting has been duly called and a quorum of members are present in person or by proxy. In the event of such dissolution, the assets shall be distributed to a successor entity, or appropriate public authority, to be used in furtherance of the purposes and objectives for which this corporation was organized.

#### **ARTICLE X**

This corporation shall exist perpetually.

#### **ARTICLE XI**

The private property of the members shall not be subject to payment of corporation debts to any extent whatsoever.

#### **ARTICLE XII**

These Articles of Incorporation may be amended in accordance with the provisions of Title 30, Chapter 3, Idaho Code, provided, however, no such amendment may be made except upon approval by two-thirds (2/3) of the voting power of each class of membership at such meeting a quorum of members are present in person or by proxy.

JOINT AGREEMENT FOR CONSOLIDATION

RANCH SUBDIVISION WATER ASSOCIATION, INC.

RANCH WATER USERS ASSOCIATION, INC.

MAY 19 PM 1:02  
SECRETARY OF  
STATE

WHEREAS the undersigned board of directors of the Ranch Subdivision Water Association, Inc., an Idaho corporation incorporated on the thirtieth day of April, 1975, and the Ranch Water Users Association, Inc., an Idaho corporation incorporated on the fourteenth day of October, 1975, desire to consolidate the said corporations into one corporation to be named RANCH SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC.; and

WHEREAS the board of directors of each of such corporations having by majority vote authorized said corporations to enter into this joint agreement for said consolidation, and approved the ARTICLES OF INCORPORATION OF RANCH SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC., as included in this joint Agreement, marked as Exhibit A, attached hereto; and

WHEREAS the board of directors of each of such corporations having voted to submit to the membership of each of said consolidating corporations this joint Agreement;

NOW, THEREFORE, this Agreement, so adopted by the board of directors of each of such corporations, shall be submitted to the membership of each of said consolidating corporations, and if approved by the holders of two-thirds (2/3) of the voting power of all members of each corporation, then that fact shall be certified below by the secretary of each corporation and this Agreement, so adopted and certified, shall be signed by the president and secretary of each of said corporations and delivered to the Secretary of State's office for filing and shall also be filed of record in the office of the County Recorder of Boise County.



IN WITNESS WHEREOF, we have hereunto executed this joint Agreement this 2 day of March, 1983.

RANCH SUBDIVISION WATER ASSOCIATION, INC.

By Donald R. Brothers  
DONALD R. BROTHERS, President

William Franke  
WILLIAM FRANKE

John Carey  
JOHN CAREY

John Tromburg  
JOHN TROMBURG

Larry J. Harris  
LARRY HARRIS

RANCH WATER USERS ASSOCIATION, INC.

By Donald R. Brothers  
DONALD R. BROTHERS, President

William Franke  
WILLIAM FRANKE

John Carey  
JOHN CAREY

John Tromburg  
JOHN TROMBURG

Larry J. Harris  
LARRY HARRIS

STATE OF IDAHO     )  
                              ) ss  
County of Ada     )

On this 2nd day of March, 1983, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DONALD R. BROTHERS, WILLIAM FRANKE, JOHN CAREY, JOHN TROMBURG AND LARRY HARRIS, known to me to be the persons whose names are subscribed to the foregoing instrument and who acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(SEAL)

Judith J. Brothers  
Notary Public for Idaho  
Residing at Boise  
My commission expires: 8-18-84

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, President and Secretary of the RANCH SUBDIVISION WATER ASSOCIATION, INC., an Idaho non-profit corporation formed under the provisions of Title 30, Chapter 10, Idaho Code, do hereby certify that at a meeting of the membership of said corporation held on the 4<sup>th</sup> day of April, 1983, the foregoing Joint Agreement for consolidation was approved by the holders of two-thirds (2/3) of the voting power of all members of such corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 4<sup>th</sup> day of April, 1983.

Donald R. Brothers  
Donald R. Brothers,  
President

ATTEST:

Judith F. Brothers  
Judith F. Brothers,  
Secretary

STATE OF IDAHO     )  
                              :    ss.  
County of Ada     )

I, Scott D. Woodbury, a notary public, do hereby certify that on this 4<sup>th</sup> day of April, 1983, personally appeared before me DONALD R. BROTHERS, and JUDITH F. BROTHERS, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of the RANCH SUBDIVISION WATER ASSOCIATION, INC., that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

(SEAL)

Scott D. Woodbury  
Notary Public for Idaho  
Residing at Bose County  
My commission expires: 11/86

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, President and Secretary of the RANCH WATER USERS ASSOCIATION, INC., an Idaho non-profit corporation formed under the provisions of Title 30, Chapter 10, Idaho Code, do hereby certify that at a meeting of the membership of said corporation held on the 4<sup>th</sup> day of April, 1983, the foregoing Joint Agreement for consolidation was approved by the holders of two-thirds (2/3) of the voting power of all members of such corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 4<sup>th</sup> day of April, 1983.

Donald R. Brothers  
Donald R. Brothers,  
President

ATTEST:

Judith F. Brothers  
Judith F. Brothers,  
Secretary

STATE OF IDAHO     )  
                              :    ss.  
County of Ada     )

I, Scott D. Woodbury, a notary public, do hereby certify that on this 4<sup>th</sup> day of April, 1983, personally appeared before me DONALD R. BROTHERS, and JUDITH F. BROTHERS, who, being by me first duly sworn, declared that they are the president and secretary, respectively, of the RANCH WATER USERS ASSOCIATION, INC., that they signed the foregoing document as president and secretary of the corporation, and that the statements therein contained are true.

(SEAL)

Scott D. Woodbury  
Notary Public for Idaho  
Residing at Boise County  
My commission expires: 11/86