

Instrument # 314553

VALLEY COUNTY, CASCADE, IDAHO

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LELAND G. HEINRICH

Ex-Officio Recorder Deputy

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ARTICLES OF INCORPORATION

OF

THE POINTE AT GOLDFORK ASSOCIATION, INC.

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SECRETARY OF STATE  
STATE 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 The Pointe at Goldfork 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 provide an entity for the maintenance, preservation and control of the common areas within The Pointe at Goldfork, Valley County, Idaho (hereinafter the "Property"); 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 Amended and Restated Declaration of Covenants, Conditions and Restrictions for The Pointe at Goldfork (hereafter "Declaration") applicable to the Property and recorded or to be recorded in the Office of the Valley 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, authorized to be made under the Declaration.

ARTICLE 4. MEMBERSHIP:

Each Owner of a Lot which is subject to the terms of the Declaration shall be a member of the Association. 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 Lot. Such ownership shall be the sole qualification for membership and shall automatically commence upon a person becoming such

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

#### ARTICLE 5. VOTING RIGHTS:

The Association shall have two classes of voting membership:

Class A: Class A members shall be all Owners, with the exception of the Developer until Developer's Class B membership has ceased pursuant to this Declaration. Class A members shall be entitled to one vote per Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall the vote cast with respect to any Lot be split. The vote applicable to any said Lot being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise.

Class B: The Class B member shall be entitled to the number of votes which is equal to ten (10) votes per Lot for each lot owned by the Class B member. Developer's Class B membership shall cease and be converted to Class A membership upon Developer's conveyance of seventy percent (70%) of the Lots in the Project (based upon the total number of Lots in the Project) to third parties, other than affiliates of Developer.

#### ARTICLE 6. REGISTERED OFFICE AND AGENT:

The address of the initial registered office of this corporation is 1326 Prairie View, Eagle, Idaho 83616, and the name of its initial registered agent at such address is Orson Woodhouse.

#### 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. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify, or unless they resign or are removed, are:

Orson J. Woodhouse

1326 PRAIRIE VIEW  
EAGLE ID. 83616  
208-794-6696

ANDREW J. KNOWLES

10429 N CAYUSE WAY  
BOISE ID 83714  
208-794-7480

CHRIS LOMBARDI

5701 N WILLOW CREEK  
EAGLE ID 83616  
208-939-8121

**ARTICLE 8. INCORPORATOR:**

The name and address of the incorporator are as follows:

Orson Woodhouse  
1326 Prairie View  
Eagle, ID 83616

**ARTICLE 9. AMENDMENT OF ARTICLES AND BYLAWS:**

These Articles may not be amended without at least fifty percent (50%) of the membership votes being cast in support of such amendment.

**ARTICLE 10. DISSOLUTION:**

Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be dedicated to a public body or conveyed to a nonprofit organization with similar purposes.

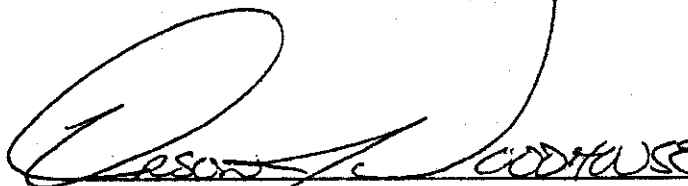
**ARTICLE 11. LIMITATION OF LIABILITY:**

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 4 th day of OCTOBER, 2006, by the undersigned incorporator.

  
Orson Woodhouse

State of IDAHO )

) SS

County of VALLEY )

On the 16 day of OCTOBER, 2006 before me,

KAREN L. THURSTON a notary public in and for said State, personally appeared ORSON WOODHOUSE known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Kenneth J. Shue

Notary Public

Residing at: *CASCADE*

Commission Expires: 7-10-09

