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**ARTICLES OF INCORPORATION OF
WESTLAKE ESTATES SUBDIVISION HOME OWNERS ASSOCIATION, INC.**

SECRETARY OF STATE
STATE OF IDAHO

In compliance with the requirements of Title 30, Chapter 3, of the Idaho Code, the undersigned, owners of lots situated within Westlake Estates Subdivision, legally described as follows:

This parcel is a portion of Government Lots 3 and 4 of Section 30, Township 3 North, Range 3 West of the Boise Meridian, Canyon County, Idaho and is more particularly described as follows:

BEGINNING at the southwest corner of said Government Lot 3, thence along the west boundary of said Government Lot 3;

North 00°02'17" West a distance of 140.05 feet, thence parallel with the north boundary of said Government Lot 4;

North 89°02'15" East a distance of 664.60 feet, to a point on the centerline of the Mora Canal, thence along said centerline;

South 20°11'16" East a distance of 1385.08 feet, thence continuing along said centerline;

South 20°39'46" East a distance of 167.40 feet, to a point on the south boundary of said Government Lot 4, thence along said south boundary;

South 89°02'03" West a distance of 1200.98 feet, to the southwest corner of said Government Lot 4, thence along the west boundary of said Government Lot 4;

North 00°01'43" West a distance of 1325.65 feet, to the POINT OF BEGINNING, containing 31.36 acres, more or less.

Have this day voluntarily associated, together with current and future owners of the aforementioned subdivision together for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

The name of the corporation is WESTLAKE ESTATES SUBDIVISION HOME OWNERS ASSOCIATION, INC., hereafter called the "Association".

IDAHO SECRETARY OF STATE
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ARTICLE II

The initial registered office of the Association is located at 11238 Royal Ridge Court, Nampa, Idaho 83686.

ARTICLE III

BLAKE WOLF, whose address is 11238 Royal Ridge Court, Nampa, Idaho 83686 is hereby appointed the initial registered agent of this Association.

ARTICLE IV PURPOSE AND POWERS OF ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, repair, improvement, and preservation of the roadway or any other common area hereafter acquired within that certain tract of property described as Westlake Estates Subdivision, in Canyon County, Idaho, and to promote the health, safety and welfare of the residents within the above-described subdivision and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Westlake Estates Subdivision, hereinafter called the "Declaration", applicable to the property and recorded in the Office of the Canyon County Recorder on January 19, 2006, as Instrument No. 200603681 and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase 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;

(d) borrow money, and with the assent of three-fourths (3/4) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of any common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by three-fourths (3/4) of the members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of three-fourths (3/4) of the members;

(g) have and exercise any and all powers, rights and privileges which a corporation organized under a Non-Profit corporation Law of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Each owner of a Lot subject to the Declaration (including the Declarant) by virtue of being such an Owner and for so long as such ownership is maintained, shall be a Member of the Association, and no Owner shall have more than one membership in the Association shall not be assignable, except to the successor-in-interest of the Owner, and all memberships in the Association shall be appurtenant to the Lot and then only to the transferee of title to said Lot and then only to the transferee of title to said Lot. Any attempt to make a prohibited membership transfer shall be void and will not be reflected on the books of the Association.

ARTICLE VI VOTING RIGHTS

The Association will have two (2) classes of voting memberships.

(a) Class A. Class A members shall be the Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each 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 more than one (1) vote be case with respect to any Lot.

(b) Class B. The Class B member shall be the Declarant. Upon the recording hereof, Declarant shall be entitled to three (3) votes for each Lot of which Declarant is the Owner. The Class B membership shall cease and be converted to Class A membership on

January 1, 2015, or when the Declarant no longer owns any Lots within the Property subject to the Declaration, whichever event shall first occur.

(c) The Association has the right to suspend the voting rights of an Owner for any period during which any Assessment against his Lot remains unpaid.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Michael B. Hill	13035 Waterview Road, Caldwell, Idaho 83607
Cassie Hill	13035 Waterview Road, Caldwell, Idaho 83607
Brent Carpenter	Lot 4, Waterview Road, Caldwell, Idaho 83607

At the first annual meeting the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE VIII DISSOLUTION

The Association may be dissolved by unanimous written consent or corporate resolution approved by not less than three-fourths (3/4) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX DURATION

The corporation shall exist perpetually.

**ARTICLE X
AMENDMENTS**

Amendment to these Articles shall require the assent of three-fourths (3/4) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 27 day of June, 2007.



BLAKE WOLF