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**ARTICLES OF INCORPORATION
OF
FOX CREEK RANCH
HOMEOWNERS' ASSOCIATION, INC.**

SECRETARY OF STATE
STATE OF IDAHO

1. **Name.** The name of the corporation shall be Fox Creek Ranch Homeowners' Association, Inc. ("the Association").

2. **Non-Profit Corporation.** The corporation is a non-profit corporation.

3. **Duration.** The duration of this corporation shall be perpetual.

4. **Purposes.** To promote the health, safety and welfare of all persons, firms and corporations owning property in Fox Creek Ranch Division No. 1, a subdivision, according to the plat thereof, recorded in the records of Bonneville County, Idaho ("the Subdivision") as permitted by the Declaration of Covenants, Conditions and Restrictions governing the Subdivision or such other property or lot owners who become members of the Association; such purposes include, but are not limited to: (i) the improvement and maintenance of the common areas or other designated property or assets held by the Association, (ii) the upkeep of all vacant and unimproved Lots, (iii) the enforcement of conditions, covenants, and restrictions on and appurtenant to said property, (iv) to administer common water, fire suppression or septic systems, (v) to acquire, own or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes, (vi) to do any and all things necessary to promote the general welfare of the residents and owners of any portions of the Subdivision, (vii) to arrange social and recreational functions for its members, (viii) to maintain and repair the bridge providing access to the Subdivision and the water system serving the Subdivision, (ix) to perform any responsibilities delegated to the Association in the development agreement pertaining to the Subdivision with Bonneville County, Idaho, and (x) to exercise any and all powers that may be delegated to it from time to time by the owners of real property in the Subdivision. This corporation shall not engage in political activity or pursue political purposes of any kind or character.

5. **Membership.** Each owner of a lot in the Subdivision, by virtue of being such an owner and for so long as he is such an owner, shall be deemed a member of the Association ("a Member"). The Association membership of each owner shall be appurtenant to a lot for which it is issued and may not be transferred, pledged or encumbered.

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in any way except upon the transfer of title to said lot, and then only to transferees of title to said lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to said lot shall operate automatically to transfer said membership to the new owner thereof.

Every member shall be entitled to one (1) vote for each lot owned.

The vote for each such lot shall, if at all, be cast as a unit, and fractional votes shall not be allowed. In the event that joint owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any owner casts a vote representing a certain lot, it will thereafter be conclusively presumed for all purposes that he or they were acting with the authority and consent of all other owners of the same lot.

The right to vote may not be severed or separated from the ownership of the lot to which it is appurtenant, except that any owner may give a revocable proxy, or may assign his right to vote for the term of a lease or deed of trust, and any sale, transfer or conveyance of such lot to a new owner or owners shall operate automatically to transfer the appurtenant vote to the new owner, subject to any assignment of the right to vote to a lessee or beneficiary as provided herein.

6. **Assessments.** Assessments may be levied upon all members in accordance with the Declaration of Covenants, Conditions and Restrictions of Fox Creek Ranch Division No. 1 Subdivision. The Board of Directors is authorized to fix the amount thereof from time to time, and make them payable at such times or intervals, and upon such notice, and by such methods as the directors may prescribe.

7. **Registered Office and Agent.** The address of this corporation's current registered office and the name of its current registered agent at such address is: Stephen E. Martin, 425 South Holmes Avenue, Idaho Falls, ID 83401.

8. **Directors.** The number of directors constituting the current Board of Directors of the corporation shall be three (3). The names and addresses of the person(s) who are to serve as initial director(s) are as follows:

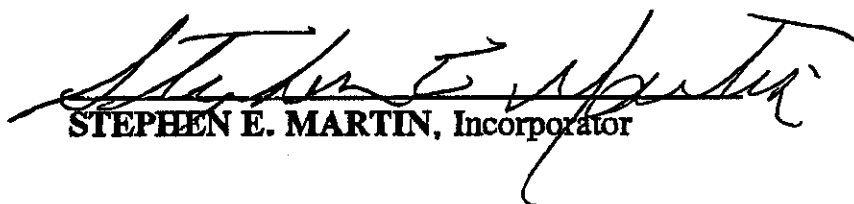
NAME	ADDRESS
Stephen E. Martin	425 S. Holmes Ave. Idaho Falls, ID 83401
Michael Boran	3606 Enterprise Ave. Naples, FL 34104
Bruce McClure	5215 Pacifica Dr. San Diego, CA 92109

The number of directors may be increased from time to time by the Members of the Association but shall not be less than three (3) nor more than five (5).

9. **Distribution on Dissolution.** The distribution of assets on dissolution will be to its members pro-rata.

10. **Incorporator.** The incorporator is Stephen E. Martin, whose address is: 425 S. Holmes Ave., Idaho Falls, ID 83401.

These Articles of Incorporation have been executed on this 13 day of October, 2008.


STEPHEN E. MARTIN, Incorporator

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