

**FILED**

MAR 31 11 11 AM '99

**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**APPLE VALLEY ESTATES NO. 1**  
**PROPERTY OWNERS' ASSOCIATION, INC.**  
**A NONPROFIT CORPORATION**

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The undersigned, acting as the incorporator of a corporation under, and pursuant to the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code ("Act") adopt the following Articles of Incorporation of the Corporation.

**ARTICLE ONE**  
**NAME**

The name of the Corporation shall be APPLE VALLEY ESTATES NO. 1 PROPERTY OWNERS' ASSOCIATION, INC. (hereafter "Corporation" or "Association").

**ARTICLE TWO**  
**NON-PROFIT STATUS**

This corporation shall be a nonprofit corporation.

**ARTICLE THREE**  
**DURATION**

The period of this Corporation shall be perpetual.

**ARTICLE FOUR**  
**PURPOSES**

The purposes for which this Corporation is organized are as follows:

IDAHO SECRETARY OF STATE

04/01/1999 09:00  
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(1) To perform the functions and services as set forth in the Declaration of Covenants, Conditions and Restrictions ("Declaration") for the Idaho Investment Company's Subdivision aka Apple Valley Estates No. 1 as described in the Record of Survey filed in Canyon County, Idaho, instrument number 9910741.

(2) The object and purpose of this corporation is to provide for the ownership, management, maintenance, and operation of the property owners' association of Idaho Investment Company's Subdivision aka Apple Valley Estates No. 1, according to the official plats and record of survey thereof filed, or to be filed, in the office of the County Recorder of Canyon County, Idaho, in conformity with the requirements of the Declaration.

(3) This Corporation shall have all of the powers and authority granted by the "Idaho Nonprofit Corporation Act" (Title 30, Chapter 3, Idaho Code) and all other powers authorized or permitted to nonprofit corporations by the laws of the State of Idaho, as the same may be in effect from time to time.

(4) To carry into effect the objects and purposes aforesaid, this Corporation is authorized to do all and singular the things necessary and convenient to carry out the general purposes for which it is organized.

(5) To carry on any other business, or do anything in connection with the objects and purposes above mentioned that may be necessary and proper to accomplish successfully or promote the said objects and purposes. The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the power of the nonprofit corporation to do any of the things within its general powers.

(6) This Corporation is a nonprofit corporation, as such term is defined in Title 30, Idaho Code. The Corporation does not contemplate pecuniary gain or profit, and no part of its income shall at any time be distributable to its members, directors, or officers; provided, however, this provision shall not be construed to prohibit payments of reasonable compensation for services actually rendered for the benefit of the corporation, nor to prohibit the conferring of benefits upon the Corporation's members in conformity with its purposes.

(7) To fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Bylaws of this corporation; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this corporation.

## ARTICLE FIVE NON-STOCK CORPORATION

This Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its members.

## **ARTICLE SIX MEMBERS**

Every person or entity that is a record owner of any lot in Idaho Investment Company's Subdivision aka Apple Valley Estates No. 1 is entitled to membership and voting rights in the association. Membership in the association is appurtenant to, and inseparable from, ownership of a lot.

The Corporation shall have two (2) classes of Members, as follows:

- (i) The Class A Member, shall be the Declarant, which shall be entitled to four (4) votes for each lot owned by Declarant;
- (ii) Class B Members include all non-Declarant owners who shall be entitled to one (1) vote for each lot owned; and
- (iii) Upon occurrence of the transfer of control date, as defined in the Bylaws of the Apple Valley Estates No. 1 Property Owners' Association, Inc., and in the Declaration, the two (2) Classes of Membership shall merge into one Class, all of whom shall be voting Members with one (1) vote for each lot owned.

## **ARTICLE SEVEN ASSESSMENTS**

Assessments shall be levied against the members of the Association in accordance with the Declaration of Covenants, Conditions and Restrictions for Idaho Investment Company's Subdivision aka Apple Valley Estates No. 1, Record of Survey filed in Canyon County, instrument number 9910749. The amount and method of collection of said assessments shall be as provided in said Declaration. Assessments may be made enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. Assessments may be secured by a lien upon real property to which membership rights are appurtenant, and action may be brought to foreclose any such lien according to Idaho law.

## **ARTICLE EIGHT LIMITATIONS**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE FOUR hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall

not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under SECTION 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE NINE DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purpose of the Corporation, to such public body or nonprofit organization(s) with similar purposes of the Corporation and as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organizations, as such court shall determine to be consistent with the purposed of the Corporation.

## **ARTICLE TEN REGISTERED AGENT AND OFFICE**

The street and mailing address of the initial registered office of the Corporation shall be Capitol Square Building, 516 S. Capitol Blvd., Suite 220, Boise, Idaho, 83702. The name of the Corporation's initial registered agent at such address is DEAN A. SATRAPE.

## **ARTICLE ELEVEN DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) individuals who are members of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

### NAME

Dean A. Satrape

### ADDRESS

Capitol Square Building,  
516 S. Capitol Blvd, Suite 220  
Boise, Idaho 83702

Michael Patten

665 Simmons Road  
Williamston, MA 01267

Paula McCarthy

665 Simmons Road  
Williamston, MA 01267

## **ARTICLE TWELVE INCORPORATOR**

The name and street address of the incorporator of this Corporation is as follows:

NAME

ADDRESS

Dean A. Satrape

Capitol Square Building,  
516 S. Capitol Blvd., Suite 220  
Boise, Idaho 83702

## **ARTICLE THIRTEEN AMENDMENT**

Amendment of these Articles of Incorporation may be done at any time and each amendment requires the vote of approval of at least two-thirds (2/3) of all lot owners.

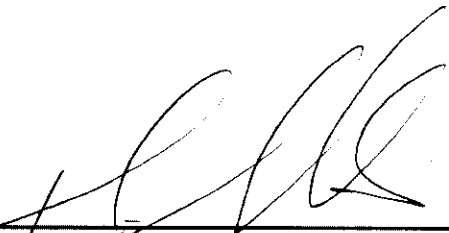
## **ARTICLE FOURTEEN HUD APPROVAL**

Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of the Articles requires prior approval of HUD/VA as long as there is a Class B membership.

## **ARTICLE FIFTEEN BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

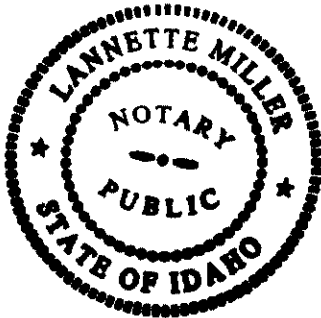
DATED this 25th day of March, 1999.

By:   
**DEAN A. SATRAPE,**  
Incorporator

State of Idaho            )  
                                  )       S.S.  
County of Ada            )

On this 25<sup>th</sup> day of March 1999, before me, Lanette Miller,  
a notary public in and for said State, personally appeared DEAN A. SATRAPE, known or  
identified to be the person whose name is subscribed to the within instrument, and acknowledged  
to me that he executed the same.

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



Lanette Miller  
NOTARY PUBLIC FOR IDAHO  
My commission Expires: July 8, 2004