

**FILED**

**ARTICLES OF INCORPORATION**

The undersigned, acting to incorporate a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

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STATE OF IDAHO

1. **NAME:** The name of the corporation is Tuscany Professional Plaza Property Owners' Association, Inc.
2. **NONPROFIT:** This is a nonprofit corporation.
3. **DURATION:** The period of its duration is perpetual.
4. **PURPOSES:** The purpose for which is corporation is formed is to serve as the formal governing body as set forth in the Declaration of Protective Restrictions and Covenants for the Tuscany Professional Plaza Subdivision of Bannock County, Idaho, and undertake such other purposes as are consistent with Idaho law and the Declaration of Protective Restrictions and Covenants.

5. **EXEMPT STATUS:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 4 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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 business not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the

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Under Section 501(c)(3) of the

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Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

6. MEMBERS AND VOTES: This Corporation will have members. Each owner of a lot within Tuscany Professional Plaza Subdivision, Bannock County, Idaho shall be a member and each member shall have one vote for each lot owned by that member. Only one vote per lot shall be allowed.

7. INTERNAL AFFAIRS: Provisions for the regulation of the internal affairs of the corporation are such as may be provided in detail by the corporation's By-Laws and the Declaration of Protective Restrictions and Covenants.

8. DISSOLUTION: In the event of dissolution, the corporation shall satisfy all valid obligations as required by law. Any assets remaining shall be distributed pursuant to Idaho Code to an entity described in section 501 (c) (3) of the Internal Revenue Code or to its members or those persons whom the corporation holds itself out as benefitting or serving as set forth in Idaho Code section 30-3-113.

9. REGISTERED AGENT AND OFFICE: The initial registered agent is:

Brad Frasure

and the initial registered office is:

5050 Yellowstone  
Chubbuck, ID 83202

10. BOARD OF DIRECTORS: The number of directors may be increased or decreased by amending the corporation's By-Laws and shall be not less than three nor more than five. The corporation shall initially have three directors and the names and addresses of those directors are:

Brad Frasure  
5050 Yellowstone  
Chubbuck, ID 83202

R. Keeven Shropshire  
125 North Garfield  
Pocatello, ID 83204

Bill Isley  
8112 Tiara Cove Circle  
Las Vegas NV 89128

11. INCORPORATOR: The name and address of the incorporator is:

Bill Isley  
8112 Tiara Cove Circle  
Las Vegas NV 89128

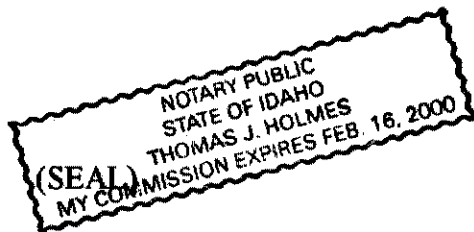
DATED: 9-2-99

Bill Isley  
Bill Isley, INCORPORATOR

STATE OF IDAHO )  
:SS  
County of Bannock )

On this 2 day of September 1999, before me, the undersigned Notary Public, in and for said State, personally appeared Bill Isley, known to me 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 first written above.



[Signature]  
NOTARY PUBLIC - STATE OF IDAHO  
My Commission Expires: \_\_\_\_\_