

ARTICLES OF INCORPORATION  
OF  
AUTUMN WIND SUBDIVISION  
HOMEOWNERS ASSOCIATION, INC.

FILED/EFFECTIVE

MAY 9 3 2001

SECRETARY OF STATE  
STATE OF IDAHO

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CT: 98039 MH: 36151  
= 38.00 INC HOMP

C13897

In compliance with the requirements of Title 30, Chapter 3 of the Idaho Code, and any supplements thereto and acts amendatory thereof, the undersigned, all of whom are residents of the State of Idaho, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and to hereby certify:

ARTICLE I

The name of the corporation is Autumn Wind Subdivision Homeowners Association, Inc., hereinafter called the "Association".

ARTICLE II

The principal office and registered office of the corporation is located at 2401 E. Harbour Grove, Nampa, Idaho.

ARTICLE III

The initial registered agent of the corporation shall be David A. Bills, whose address is 2401 E. Harbour Grove, P.O. Box 920, Nampa, Idaho 83653.

The incorporator of the corporation shall be David A. Bills, whose address is 2401 E. Harbour Grove, P.O. Box 920, Nampa, Idaho 83653.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are:

(A) To provide for architectural control of the residential lots and maintenance and preservation of the common areas within that certain tract of property known as:

Autumn Wind Subdivision, Canyon County, Idaho Instrument #200113862

(B) To acquire and own real estate and personal property including roadways, water rights, water lines, mains, easements, pumps, pumping fixtures and equipment, water licenses and permits, franchises, common area lots and any other property, item

or effect that may become instrumental for the purposes for which the corporation is organized. This shall also include payment of property taxes, assessments, L.I.D.'s and any other such levies derived from the ownership of the common areas within the property described in Article IV, Section A.

(C) To oversee and maintain the common areas landscaping lots, including grass, shrubbery, landmark signage, specialty lighting, pressurized irrigation to the extent that these areas remain aesthetically pleasing and enure the benefit of the neighborhood.

(D) To promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

1) 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, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the County Recorder, Canyon County, Idaho 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;

2) Fix, levy 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 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.

3) Acquire (by gift, purchase or otherwise) hold, own, improve, building upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or other dispose of real or personal property in connection with the affairs of the Association.

4) Borrow money, and with the assent of two-thirds (2/3) of each class of 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;

5) Dedicate, sell or transfer all or any part of the common area to any private corporation, 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 two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

6) 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 two-thirds (2/3) of each class member;

7) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

## ARTICLE V

### Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who do hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. This corporation being a nonprofit corporation shall have no capital stock and no dividends or pecuniary profits shall be declared to the members thereto.

## ARTICLE VI

### 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 Declarant and shall be entitled to one 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 among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

CLASS B. Class B members shall be the Declarant (as defined in the declaration) and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal or exceeds the total votes outstanding in the Class B membership; or,

(b) On August 31, 2002.

## ARTICLE VII

### Board of Directors

Pursuant to Article IV, Section 1, of the By-Laws of Autumn Wind Homeowner's Association, Inc., and until such time as Eighty Percent (80%) of the lots have been sold, the Declarant may act in lieu of a Board of Directors, managing the affairs of this Association. The affairs of this Association shall be managed by a Board of at least ~~three~~<sup>3</sup> directors, who must be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association.

The initial Board of Directors shall be:

David A. Bills	2401 E. Harbour Grove, Nampa, ID 83686
Carla Barber	2401 E. Harbour Grove, Nampa, ID 83686

## ARTICLE III

### Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association other than incident to a merger consolidation after paying all debts and obligations of the corporation, any remaining asset of the Association shall be dedicated and distributed to a non-profit fund, foundation or corporation or to an appropriate public agency which has been authorized and operated exclusively for non-profit purposes and which has established its taxes and status under the Internal Revenue Code. 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.

## Amendments

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Idaho, we, the undersigned, constituting the incorporators of these Articles of Incorporation this 30<sup>th</sup> day of April, 2001.

  
David A. Bills, Incorporator

On this 30<sup>th</sup> day of April, 2001 before me, a Notary Public in and for said State, personally appeared David A. Bills, 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 in this certificate first above written.

Carla E Barber  
Notary Public for State of Idaho  
Residing at Boise, Idaho  
Commission Expires: 2-16-2006

