



CERTIFICATE OF INCORPORATION
OF

PARKS ESTATES HOMEOWNER'S ASSOCIATION, INC.

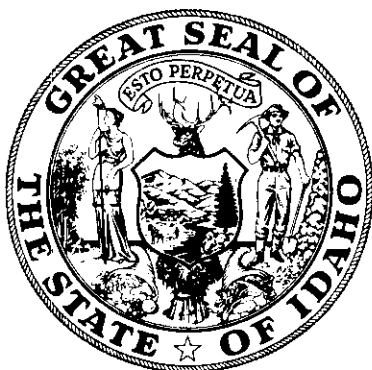
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PARKS ESTATES HOMEOWNER'S ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated October 22, 19 82.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
PARKS ESTATES HOMEOWNER'S ASSOCIATION, INC.
AN IDAHO NON-PROFIT ORGANIZATION

RECORDED
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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom are of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Idaho, including Idaho Code Sections 30-301, et seq. Pursuant thereto we certify as follows:

ARTICLE I

The name of this non-profit corporation is "PARKS ESTATES HOMEOWNER'S ASSOCIATION, INC." (hereinafter referred to as the "Association"); that the Association is not organized for pecuniary profit and that the Association is hereby designated to be a non-profit corporation.

ARTICLE II

The Association shall have perpetual existence.

ARTICLE III

The objects and the purposes for which the Association is formed are, to do in the State of Idaho and in any other state, territory or country, as principal, agent or otherwise, and to the same extent as a natural person, any and every of the things herein set forth.

In furtherance of the general powers conferred by the laws of the State of Idaho, and not in limitation thereof, we do hereby expressly provide that the Association shall have the power:

A. To provide for the maintenance, preservation and architectural control of the several residence lots and common areas within that certain tract of property described as:

The Parks Estates Subdivision, according to the official Plat thereof filed at pages 3565 to 3566, inclusive, Book 44 of Plats, records of Ada County, Idaho.

(hereinafter referred to as the "Subdivision").

B. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation;

C. To purchase, own, sell, convey, acquire by operation of law or otherwise, property of every kind and character.

D. To borrow money from any person, firm or association, and to draw, make, accept, endorse, assign, guarantee, execute and issue notes, checks, drafts, negotiable and other instruments for the payment of money and to secure payment thereof by any lawful manner or means;

E. To make assessments and charges to members for the costs, expenses and fees incurred by the corporation, which assessments and charges may be disbursed only in payment for expenses of the Association;

F. To build, repair, reconstruct, locate or relocate any and all necessary improvements of any kind or character and at any place proper or convenient to the discharge of the Association purposes;

G. To enter into partnership with any person, corporate or otherwise;

H. To exercise such powers and privileges as may be delegated to the Association from the Grantors of the Parks Estates Sub-

division which powers are reserved to Grantors in that certain Declaration of Covenants, Conditions and Restrictions recorded as Instrument No. 7813553, records of Ada County, Idaho;

I. To do and perform every act and thing necessary to carry out the above enumerated purposes, or which may be calculated, directly or indirectly, to advance the interest of the Association, or to enhance the value of its holdings and property of every kind and character, which such act is not repugnant to law;

J. To also have, in addition to the said foregoing powers, all authority, powers and rights necessary to the operation of a Homeowner's Association, which rights are not repugnant to the laws of the State of Idaho and any amendments thereof;

ARTICLE IV

The Registered Agent of the Association is hereby designated as Eric L. Haff, and the Registered Office of the Association is hereby designated as: 999 Main Street, Suite 800, Boise, Idaho 83702, which address is the business office of the Registered Agent designated as above set forth.

ARTICLE V

MEMBERSHIP

MEMBERSHIP:

Membership in the Association shall be limited to the title owners indicated by the public records (hereinafter "Record Owners") of lots in the Subdivision. One unit of membership shall be issued to and stand in the names of the Record Owners of each lot in the Subdivision. Upon satisfaction of the conditions herein enumerated, membership shall be automatic and shall

not be subject to approval of the Board of Directors or of the other members.

CERTIFICATE:

One certificate evidencing membership in the Association shall be issued for each lot in the Subdivision and shall stand in the name(s) of the Record Owner(s) of each such lot. Each such share shall bear a conspicuous legend indicating that membership herein is subject to assessment for Association indebtedness.

TRANSFER:

Membership in the Association shall be appurtenant to ownership of a lot in the Subdivision. Accordingly, membership shall transfer automatically with the transfer of any interest in a lot in the Subdivision. It shall be the transferee's duty to provide the Association's Secretary with such evidence of qualification as the Secretary may require to evidence the acquisition by such transferee of an ownership interest in a lot as indicated by the public records.

Notwithstanding the foregoing, a record owner may in writing nominate a person or entity to exercise the rights of members providing that such nominee shall be the contract purchaser of interest in a lot in the Subdivision. It shall be the nominee's duty to provide the Association's Secretary with an original nomination, together with such evidence of the purchaser's contract to acquire an interest in a lot in the Subdivision as the Secretary may require.

VOTING:

In all matters submitted to the membership, and except as hereinafter provided for with respect to the election of Directors, each membership unit evidenced by a certificate shall be entitled to cast one (1) vote. If a certificate is issued to more than one person or entity, the vote appurtenant to such certificate, shall be divided into as many fractional votes as there are record owners of the said lot as evidenced by the persons or entities to whom such certificate is issued. In such event, each Record Owner's vote shall be equal to a fraction of the unitary vote in which the numerator is one (1) and the denominator is the number of Record Owners of such lot as evidenced by the persons or entities to whom such certificate is issued.

New members shall be entitled to vote and share in the property of the Association equally with the old members in accordance with all the provisions of these Articles of Incorporation.

In all elections for Directors of the Association, every member shall have the right to cast one (1) vote, in person or by proxy, for each unit of membership issued to such member for as many persons as there are Directors to be elected, or to cumulate said votes and give any one candidate as many votes as the number of Directors multiplied by the number of his units of membership shall equal, or, to distribute them on the same principle among as many candidates as he should think fit, and such Director shall not be elected in any other manner. If more than one person or entity appears as the Record Owner of a lot in the Subdivision, then the fractional vote of each Record Owner thereof (determined as set forth above) may be cumulated or distributed as in this paragraph provided.

ARTICLE VI

The voting Membership shall be authorized to set the amount of levy and collect assessments of its members to finance the operation of the Association.

ARTICLE VII

The number of directors constituting the intial Board of Directors of the Association is five (5), and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Carol Wallis	3372 Tumbleweed Ave. Boise, Idaho 83704
Mark Minne	11533 Gunsmoke Boise, Idaho 83704
James J. Rasmussen	11505 Gunsmoke Boise, Idaho 83704
Paulette Ogden	3371 Bryson Way Boise, Idaho 83704
Carol Pavlinik	3515 Columbine Avenue Boise, Idaho 83704

ARTICLE VIII

Members holding ten percent (10%) of the votes entitled to be cast, represented in person shall constitute a quorum at any meeting of the Association.

ARTICLE IX

That private property of the members of the Association shall not be subject to the payment of any corporation debt.

ARTICLE X

No member, director or officer of the Association shall receive any portion of the income of the Association, but the foregoing shall not bar such person from receiving payments for

services actually rendered, materials furnished, actual expenses incurred or money loaned to the Association and each member agrees that all funds of the Association shall be used solely and exclusively to carry out the objectives of the Association.

ARTICLE XI

The officers of the Association shall be President, Vice-President, Second Vice President, Secretary and Treasurer, and such other offices as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the By-Laws of the Association. Officers shall be chosen in accordance with provisions stated in the By-Laws.

ARTICLE XII

In the event of a dissolution of the Association, the disposal of assets or property shall be determined at the time of such dissolution in the manner provided by Idaho law. Provided, however, that assets or property may be transferred only to another non-profit Association duly qualified under the regulations of Section 501(c), Internal Revenue Code, having objectives or purposes similar to those of the Association, or to a public agency or to another non-profit corporation duly qualified under the regulations of Section 501(c), Internal Revenue Code.

Provided, further, that in the event of dissolution no asset or property shall be distributed to the members either for reimbursement for any sums subscribed, donated or contributed by such member, or for any other such purpose, it being the intent that in the dissolution of the Association, or upon its ceasing to carry out the objects and purposes herein set forth, the property and assets then owned by the Association shall be devoted

to the carrying on of the functions and purposes of the Association.

ARTICLE XIII

The Board of Directors shall have the right to make and amend By-Laws, not inconsistent with any existing law and not inconsistent with these Articles of Incorporation, for the government of the affairs of the Association and the management of its properties.

ARTICLE XIV

An annual meeting of the membership of the Association shall be held upon a date provided for in the By-Laws of this corporation in the manner therein prescribed.

ARTICLE XV

These Articles may be amended by a two-thirds majority vote, of the members entitled to vote, represented in person or by proxy, at a meeting of the membership duly called for that purpose and at which a quorum is present.

ARTICLE XVI

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Carol Wallis	3372 Tumbleweed Ave. Boise, Idaho 83704
Mark Minne	11533 Gunsmoke Boise, Idaho 83704
James J. Rasmussen	11505 Gunsmoke Boise, Idaho 83704
Paulette Ogden	3371 Bryson Way Boise, Idaho 83704
Carol Pavlinik	3515 Columbine Avenue Boise, Idaho 83704

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 14th day of October, 1982.

Carol Wallis
CAROL WALLIS

Mark W. Minne
MARK MINNE

James J. Rasmussen
JAMES J. RASMUSSEN

Paulette Ogden
PAULETTE OGDEN

Carol Pavlinik
CAROL PAVLINIK