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CLERK OF THE STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
WINDMILL HEIGHTS HOMEOWNERS ASSOCIATION INC.**

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

Article I Name.

The name of the Corporation is WINDMILL HEIGHTS HOMEOWNERS ASSOCIATION INC.

Article II Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV Registered Office and Agent.

The location of the Corporation is in the County of Twin Falls, and in the State of Idaho. The address of the initial registered office is 3732 North 2500 East, Twin Falls, Idaho 83301, and the name of the initial registered agent at this address is Herman Osterkamp.

Article V Purposes.

The purposes for which the Corporation is organized and will be operated are as follows:

- A. For the purpose of protecting and encouraging and building a strategically mutually beneficial association of property owners in WINDMILL HEIGHTS

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WINDMILL HEIGHTS

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SUBDIVISION, to sustain strong residential purposes of WINDMILL HEIGHTS SUBDIVISION.

- B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).
- C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article VI 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 provisions 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 from time to time.

Article VII Members.

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon proof of ownership of a lot in Windmill Heights Subdivision, Twin Falls County, State of Idaho.

Article VIII Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member 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 of the Corporation 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:

<u>NAME</u>	<u>ADDRESS</u>
Herman Osterkamp	3732 North 2500 East Twin Falls, Idaho 83301
Flo Osterkamp	3732 North 2500 East Twin Falls, Idaho 83301
Paul T. Smith	163 Second Avenue West Twin Falls, Idaho 83301

Article IX Membership Dues.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

Article IX Distribution on Dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or

organizations as shall at that time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article XI Incorporator.

The name and street address of the incorporator is Herman Osterkamp, 3732 North 2500 East, Twin Falls, Idaho 83301.

Article XII Bylaws.

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

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 21 day of January, 1998.


HERMAN OSTERKAMP


PAUL T. SMITH


FLO OSTERKAMP

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 21st day of January, 1998, before me, a Notary Public in and for said County and State, personally appeared BERMAN OSTERKAMP, known to or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

Julie A. Conway
NOTARY PUBLIC for IDAHO
Residing at: Twin Falls, Id
Comm. Exp.: 9-8-2001

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 21st day of January, 1998, before me, a Notary Public in and for said County and State, personally appeared FLO OSTERKAMP, known to or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

Julie A. Conway
NOTARY PUBLIC for IDAHO
Residing at: Twin Falls, Id
Comm. Exp.: 9-8-2001

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 20th day of January, 1998, before me, a Notary Public in and for said County and State, personally appeared PAUL T. SMITH, known to or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

Julie A. Conway
NOTARY PUBLIC for IDAHO
Residing at: Twin Falls, Id
Comm. Exp.: 9-8-2001