

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ISLAND VIEW ESTATES HOMEOWNERS ASSOCIATION, INC.
File number C 114843

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 ISLAND VIEW ESTATES HOMEOWNERS 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: May 3, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWine*

MAY 3 9 25 AM '96

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

ISLAND VIEW ESTATES HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, does hereby and by these Articles of Incorporation, form a non-profit corporation under the laws of the State of Idaho, Idaho Non-Profit Corporations Act, for the purposes hereinafter stated.

I.

That the name of the said corporation shall be: ISLAND VIEW ESTATES HOMEOWNERS ASSOCIATION, INC.

II.

The corporation is a corporation not for profit. No part of the income or assets of the corporation is distributable to, or for the benefit of, its members, directors, or officers, except to the extent permissible under law.

III.

That the term for which this corporation shall exist shall be in perpetuity.

IV.

The corporation is organized and shall be operated exclusively for, the following purposes:

ARTICLES OF INCORPORATION - 1.

IDAHO SECRETARY OF STATE
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- A. To enforce the Declaration of Covenants, Conditions and Restrictions of Island View Estates Subdivision, consisting of home sites in Payette County, Idaho, to be the association referred to in said Declarations, and to assess homeowners in accordance with said Declarations.
- B. To exercise all rights and powers conferred by the laws of the State of Idaho upon non-profit corporations, including, without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property, for any of the purposes set forth herein.
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

V.

No part of the net earnings of the corporation shall enure to the benefit of or be distributable to its members, directors, or officers, but 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 Paragraph IV. hereinabove.

VI.

The corporation shall have voting members as set forth in the Declaration of Covenants, Conditions and Restrictions of Island View Estates Subdivision recorded in Payette County, Idaho. There shall be two classes of voting members as follows:

- A. Class A members shall consist of owners of lots in Island View Estates Subdivision except if there exist multiple owners of one lot, the co-owners shall, by written instrument filed with the association, designate one individual who shall be entitled to vote and otherwise exercise privileges of membership. Each Class A member shall be entitled to one vote for each lot owned. Class A members shall not include NewLot, LLC except as provided hereinafter.

B. Class B members shall be NewLot, LLC. The Class B member shall be entitled to three votes for each lot owned. Class B membership shall cease and automatically convert to Class A membership (consisting of one Class A membership for each lot owned) upon the first to occur of, (1) when total votes outstanding in the Class A membership equals or exceeds the total votes outstanding in the Class B membership; or, (2) January 1, 2006.

VII.

The name of the initial registered agent of the corporation is BEN BUCKENDORF and the address of the initial registered agent of the corporation is 5801 E. Yamhill, Street, Boise, Idaho, 83705.

VIII.

The management of the corporation shall be vested in a Board of Directors. The number of directors constituting the initial Board of Directors is three (3). The number of directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three (3). The members shall elect the directors at the annual meeting of the members. The Bylaws may provide for *ex officio* and honorary directors,

and their rights and privileges. The name and address of each initial director of the corporation is as follows:

- A. FRED LOTRIDGE, 11654 W. Oneida Drive, Boise, Idaho, 83709
- PRICE NEWDIGER, 10490 Virginia Ln., Payette, Idaho, 83661
- BEN BUCKENDORF, 11800 W. Reutzal Drive, Boise, Idaho, 83709

IX.

The officers of the corporation shall consist of a President, Vice-President, Secretary, Treasurer, and such other officers and assistant officers as may be provided in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial officer of the corporation is as follows:

President: BEN BUCKENDORF, 11800 W. Reutzal Drive, Boise, Idaho, 83709.

Vice-President: FRED LOTRIDGE, 11654 W. Oneida Drive, Boise, Idaho, 83709.

Secretary/Treasurer: PRICE NEWDIGER, 10490 Virginia Ln., Payette, Idaho, 83661.

X.

The name and address of the incorporator is as follows:

NewLot, LLC, an Idaho Limited Liability Company
5801 E. Yamhill, Boise, Idaho, 83705.

XI.

The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

XII.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, directors, and officers are subject to this reservation.

XIII.

The corporation shall indemnify each officer and director of the corporation to the full extent permitted by the Idaho General Corporation Act and the Idaho Non-Profit Corporation Act.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 2nd day of May, 1996.

NEWLOT, LLC

By 
Managing Member