

**FILED**

**ARTICLES OF INCORPORATION**

**OF**

**TURNBERRY SUBDIVISION HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of the law of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly Title 30, Chapter 3, Idaho Code, the undersigned natural person, being of full age and a resident of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby as incorporator, adopt the following Articles of Incorporation and certify:

**ARTICLE I**

**NAME**

The name of the corporation is TURNBERRY SUBDIVISION HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association."

**ARTICLE II**

**NONPROFIT CORPORATION**

This Association is a nonprofit corporation.

**ARTICLE III**

**DURATION**

The duration of this Association shall be perpetual.

**ARTICLE IV**

**PURPOSE AND POWERS OF THE CORPORATION**

This Association shall be a nonprofit membership corporation. The purpose of the Association shall be to provide for the maintenance, preservation and control of certain

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improvements within the Common Area and other portions of TURNBERRY SUBDIVISION NO. 1 located in Ada County, Idaho, and any adjacent property and/or future phases of the development in Ada County, Idaho which may be annexed by the recording of a declaration and to promote the recreation, health, safety and welfare of the members thereof, and for this purpose to:

a. 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, hereafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the County Recorder of Ada County, Idaho at Boise, 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;

b. Fix, levy, collect 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;

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

d. Borrow money, mortgage, pledge, deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to those restrictions contained in the Declaration and any amendments thereto;

e. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, subject to those restrictions contained in the Declaration and any amendments thereto; and

f. Have and to exercise any and all powers, rights and privileges which a corporation organized under the laws for general nonprofit corporations in the State of Idaho by law may now or hereafter have or exercise.

## **ARTICLE V**

### **MEMBERSHIP**

Initially there shall be sixty-one (61) members in the Association, which membership shall be evidenced by the ownership of any Lot within the subdivision. Every person or entity who is a record owner of a Lot other than a Lot exclusively devoted to the Common Area within the subdivision as that term is defined in the Declaration shall be a member of the Association. The number of members shall grow as property is annexed to the subdivision as described in Article IV above, but shall only increase to equal the number of record owners of a Lot other than a Lot exclusively devoted to the Common Area within the subdivision. The foregoing is not intended to include persons or entities who hold an interest in a Lot as security for the performance of an obligation. Membership shall be appurtenant to and shall not be separated from the ownership of any Lot which is subject to assessment by the Association.

## **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 (1) vote for each Lot owned, including any Lot(s) which is annexed as described in Article IV above. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned, including any Lot(s) which is annexed as described in Article IV above. 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 equals the total votes outstanding in the Class B membership; or
- b. On April 30, 2005.

## **ARTICLE VII**

### **CORPORATION ADDRESS**

The street address of the initial registered office of the Association shall be 815 W. Washington, Boise, Idaho 83702. The name of the initial registered agent shall be Joseph M. Meier at the aforementioned street address.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

The initial Board of Directors shall be comprised of three (3) members, who need not be members of the Association. These Directors names and addresses are:

Thomas Sherwood	17700 S.W. Upper Boones Ferry Road, Ste. 100 Portland, OR 97224-7010
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John Knight

17700 S.W. Upper Boones Ferry Road, Ste. 100  
Portland, OR 97224-7010

Glenn Walters

17700 S.W. Upper Boones Ferry Road, Ste. 100  
Portland, OR 97224-7010

**ARTICLE IX**

**INCORPORATOR**

The name and street address of the incorporator is:

Joseph M. Meier

815 W. Washington  
Boise, ID 83702

**ARTICLE X**

**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation shall require the assent of those members casting two-thirds (2/3) of the votes of the Association at any regular members' meeting or a special meeting called specifically for that purpose.

**ARTICLE XI**

**DISSOLUTION**

If the Association is dissolved, the Common Area and assets of the Association shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Idaho, I, the undersigned incorporator of this Association, have executed these Articles of Incorporation this 7<sup>th</sup> day of May, 1998.

  
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Joseph M. Meier, Incorporator