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Department of State.

**CERTIFICATE OF INCORPORATION
OF**

**HIGHLANDS HACKBERRY NO. 1A, LOTS 38, 39 AND
40, HOMEOWNERS 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 HIGHLANDS HACKBERRY NO. 1A, LOTS 38, 39 AND 40, HOMEOWNERS ASSOCIATION. 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 August 02, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Babala

Corporation Clerk

Dec 2 2 48 PM '78
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

HIGHLANDS HACKBERRY NO. 1A, LOTS 38, 39 AND 40,
HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENT, That we, the undersigned incorporators, being citizens of the United States of America and being of full age, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation pursuant to the Idaho Non-Profit Corporation Act, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be and is HIGHLANDS HACKBERRY NO. 1A, LOTS 38, 39 AND 40, HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The existence of this corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is formed are the following:

(a) For the mutual aid and protection of the rights and privileges shared by the members of the corporation.

(b) To provide for the maintenance and upkeep of those areas and facilities of common interest to the members of the corporation.

(c) To borrow money for the furtherance of any of the purposes of the corporation and to secure the same by obligations, pledges, mortgages, or issuance of bonds or indentures secured by pledges, deeds of trust or mortgages upon the whole or any part of property. To take or receive donations of property by gift, grant, devise or bequest.

(d) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state government or governmental authority or of any political or administrative subdivision or department thereof and to perform and carry out, assign, cancel or rescind any such contracts.

(e) To buy, sell, deliver all goods, real property, wares and merchandise and all kinds of equipment, apparatus and appliances reasonably related to and acquired by the principal business of the corporation.

(f) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers therein set forth, either alone or growing out of or connected with its business or powers and to do any other act authorized by Idaho law.

The purposes and powers specified in the clauses contained in this article are to be construed both as purposes and powers and shall, except when otherwise expressed in this article, be in nowise limited or restricted by reference to or inference from the terms of any other clause of this, or of any other article of this certificate, but each of the purposes and powers specified in this article shall be regarded as independent purposes and powers; and the specification herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of the general powers granted to corporations under the laws of the State of Idaho, but is intended to be, and shall be held in furtherance thereof.

ARTICLE IV

The corporation is not organized for pecuniary profit and no dividends shall be paid and no part of the income shall be distributed to its members, directors, or officers. The balance, if any, of all money received by the corporation from its operations, after payment in full of all debts and obligations of the corporation whatsoever kind and nature, shall be used in the exercise of the purposes above set forth. The corporation shall, however, have the power to pay compensation in a reasonable amount to its members, directors or officers for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE V

The rights of membership shall extend to the owners of Lots 38, 39 and 40, Highlands Hackberry No. 1A, a Subdivision, as now or hereafter recorded in the office of the County Recorder of Ada County, Idaho. The membership shall depend solely upon ownership of real property in the subdivision and each membership shall be identified with the ownership of real property and shall not be subject to the approval of the board of directors or other members. The rights and interest of all members shall be equal. Each member shall be entitled to one vote for each lot owned in the subdivision on each matter submitted to a vote at a meeting of the members. Members owning real property in the subdivision

as joint tenants, tenants in common or as community property shall only be permitted one vote for their joint property interest.

ARTICLE VI

A member entitled to vote in a meeting may assign his proxy to a specific member entitled to vote at such meeting, and may also name an alternate. In advance of voting, proxies shall be submitted to the Secretary and a committee may be appointed by the Secretary to determine the validity of proxies. Proxies are limited to a maximum term of eleven (11) months or as is provided by law.

ARTICLE VII

No member hereof shall be expelled from the corporation or have his voting rights cancelled except by transfer of his property in the subdivision; provided, however, that the corporation shall have the power to suspend either the membership or the voting rights, or both, of any member hereof for such periods of time as his charges assessed by the corporation are not paid; and the corporation shall have power to attach liens against such member's property for non-payment of the charges and to revoke the rights of the members of the corporation to use assets and facilities owned by the corporation when the charges are not paid and the rights shall be restored promptly upon payment of the charges.

ARTICLE VIII

Any areas and facilities provided for the common use and enjoyment of the members of the corporation shall be owned by the corporation and not held by any other means.

ARTICLE IX

The address of the initial registered agent of the corporation is 1802 N. 33rd Street, Boise, Idaho 83703, and the name of its initial registered agent at such address is Steven W. Hosac.

ARTICLE X

The meeting of the members of this corporation shall be held within the territorial boundaries of Ada County, State of Idaho.

ARTICLE XI

The number of directors of the corporation shall be at least three.

Steven W. Hosac

1802 N. 33rd Street
Boise, Idaho 83703

Geoffrey Smith

2417 Bogus Basin Road
Boise, Idaho 83702

Georgia L. Hosac

1802 N. 33rd Street
Boise, Idaho 83703

ARTICLE XII

The names and addresses of the initial board of directors, named by the incorporators, are as follows:

Steven W. Hosac

1802 N. 33rd Street
Boise, Idaho 83703

Geoffrey Smith

2417 Bogus Basin Road
Boise, Idaho 83702

Georgia L. Hosac

1802 N. 33rd Street
Boise, Idaho 83703

These initial directors shall serve until the first election of directors.

ARTICLE XIII

The directors of this corporation shall not have the power to amend the By-Laws or these Articles in any way.

ARTICLE XIV

Any amendment of these Articles may be made by vote of a two-thirds (2/3) majority of all eligible voters.

IN WITNESS WHEREOF, we, the incorporators of said corporation, have hereunto set our hands this 29th day of September, 1988.


STEVEN W. HOSAC


GEOFFREY SMITH


GEORGIA L. HOSAC