

ARTICLES OF INCORPORATION
OF

SIENNA HILLS NEIGHBORHOOD ASSOCIATION, INC.

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SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Idaho do hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE 1: NAME: The name of the corporation shall be Sienna Hills Neighborhood Association, Inc. (hereinafter, the "Corporation").

ARTICLE 2: TERM: The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE 3: NONPROFIT: This Corporation shall be a nonprofit, membership corporation.

ARTICLE 4: REGISTERED AGENT and REGISTERED OFFICE: Kevin A. Howell is hereby appointed the initial registered agent of the Corporation. The location and street address of the initial registered office of this Corporation shall be 4822 N. Rosepoint Way, Boise Idaho 83713.

ARTICLE 5: PURPOSE AND POWERS OF THE ASSOCIATION: The Corporation is a non-profit corporation and does not contemplate pecuniary gain or profit to the Members. The purpose of the Corporation is to provide for the maintenance, preservation, architectural control and regulation of the Property located in the Sienna Hills Subdivision(s) and additions thereto, according to the plats thereof recorded or to be recorded in the county where located. The Corporation shall have the duties and powers set out in the Declaration of Covenants, Conditions and Restrictions (hereinafter referred to as "Declaration" or "CC&R's") for the subdivision and shall have additional powers including, but not limited to:

(A) Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration and any and all costs and expenses related thereto; to pay all office and other expenses incident to the conduct of the business of the Corporation, including, without limitation, all licenses, taxes or governmental

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charges or levies imposed against the property of the Corporation or the Corporation.

(B) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation under the limitations imposed by the Declaration.

(C) Borrow money, and with the assent of two-thirds (2/3) of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property of the Corporation as security for money borrowed or debts incurred;

(D) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed by the Members. No such dedication or transfer shall be effective unless approved by at least two-thirds (2/3) of each class of Members.

(E) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of Members;

(F) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise, including the annexation of subsequent phases of the subdivision subject only to limitations contained in the Declaration and the amendments and supplements thereto.

(G) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the CC&Rs.

ARTICLE 6: MEMBERSHIP: Every person or entity holding any fee simple interest of record to a Building Lot, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Corporation. Membership

shall be appurtenant to and may not be separated from ownership of any Building Lot. There shall be one (1) membership in the Association for each Building Lot located in the Subdivisions. Members of the Corporation must be and remain Owners of Building Lots within the Subdivisions.

ARTICLE 7: VOTING RIGHTS: The Corporation shall have two classes of voting membership:

(A) **Class A.** The Class A Members shall be all Owners of Building Lots within the Subdivisions, with the exception of Declarant, and shall be entitled to one vote for each Building Lot owned. When more than one person holds an interest in any Building Lot, all such persons shall be Members, but in no event shall more than one vote be cast with respect to any one Building Lot.

(B) **Class B.** The Class B Member shall be Declarant (as defined in the Declaration), and shall be entitled to five (5) votes for each Building Lot owned by Declarant in the Subdivisions. The Class B Membership shall cease to be a voting Member in the Association on the happening of either of the following events, whichever occurs first: 1) When 75% of the Building Lots in the subdivision (including all phases annexed thereto) have been sold to Owners other than Declarant; or 2) On December 31, 2016.

ARTICLE 8: BOARD OF DIRECTORS: The affairs of this Corporation shall be managed by a Board of three (3) Directors, who need not be Members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Corporation, but in no event shall the number be less than three (3). The terms of the Directors and the elections of Directors shall be set out in the By-laws of the Corporation. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are: Kevin A. Howell, 4822 N. Rosepoint Way, Boise Idaho 83713; Stephen Murdoch and Bruce Murdoch, 9479 North Winterwood Lane, Boise, Idaho 83703.

ARTICLE 9: ASSESSMENTS: Each Class A Member shall be liable for the payment of Assessments and other charges as provided for in the Declaration.

ARTICLE 10: DISSOLUTION: Unless prohibited by the local governmental authority having jurisdiction over this subdivision, the Corporation may be dissolved at any regular meeting or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of the votes of each class of Members in the Corporation. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the real property and other assets of the Corporation shall be:

(i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created; or (ii) granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes; or (iii) distributed to the Owners of Building Lots to be held by them as tenants in common in proportion to the number of Building Lots within the Subdivision. The determination of the liquidating distribution of the real property and other assets of the Corporation as provided above, shall be determined as part of the Member vote on dissolution. No part of the monies, properties or assets of the Corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any members of the Corporation. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986, as amended to date (or any corresponding provision of any future internal revenue laws).

ARTICLE 11: AMENDMENTS: Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of the votes of each class of Members in the Corporation.

ARTICLE 13: INCORPORATION: The incorporator of the corporation shall be: Gregory J. Vietz whose address is 910 W. Main, #248, Boise Idaho 83702.

IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation under the laws of the State of Idaho, I, the incorporator of this Corporation, have hereunto set my hand and seal in duplicate this 21st day of January, 2007.


Incorporator