

State of Idaho

Department of State

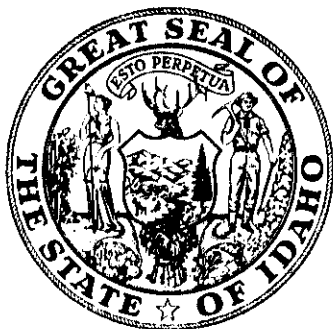
CERTIFICATE OF INCORPORATION OF

WILLOW CREEK RANCH ESTATES 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 WILLOW CREEK RANCH 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: October 14, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Ana Seibel

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SECRETARY OF STATE

WILLOW CREEK RANCH ESTATES HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of the Idaho Non-Profit Corporation Act, the undersigned, both of whom are residents of Idaho and both of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Willow Creek Ranch Estates Homeowners' Association, hereafter called the "Association."

ARTICLE II

The principal office of the Association is located at 404 South 8th Street, Suite 310, Boise, Idaho 83702.

ARTICLE III

J. R. Kemp, whose address is 404 South 8th Street, Suite 310, Boise, Idaho 83702, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and common area within that certain tract of property described as:

That certain real property situate in Canyon County, State of Idaho, which is particularly described as:

WILLOW CREEK RANCH ESTATES is a portion of the SE 1/4 SE 1/4 of Section 28, Township 5 North, Range 2 West, of the Boise Meridian, and is more particularly described as follows:

BEGINNING at the SW corner of said SE 1/4 of SE 1/4, the initial point;

Thence N 0 degrees 00' 41" W along the west boundary of said SE 1/4 SE 1/4 a distance of 888.00 feet;

Thence S 89 degrees 55' 27" E, parallel with said south boundary a distance of 1319.64 feet to a point at the east boundary of said SE 1/4 SE 1/4;

Then S 0 degrees 00' 00" E along said east boundary a distance of 888.00 feet to the southeast corner of said SE 1/4 SE 1/4;

Thence N 89 degrees 55' 27" W along the south boundary of said SE 1/4 SE 1/4, a distance of 1319.46 feet to the southwest corner of said SE 1/4 SE 1/4, to the initial point.

This subdivision contains 26.90 acres more or less. The real property or its address is commonly known as Purple Sage and Lansing, Middleton, Idaho 83644.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association 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, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Canyon County Recorder 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, 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 Association;

(d) 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 as security for money borrowed or debts incurred;

(e) 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 to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from 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 vote for each lot owned. When more than one 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 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. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association 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 Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

J. R. Kemp	404 South 8th Street, Suite 310 Boise, Idaho 83702
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Jon M. Steele	404 South 8th Street, Suite 310 Boise, Idaho 83702.
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ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 13 day of Oct, 1993.

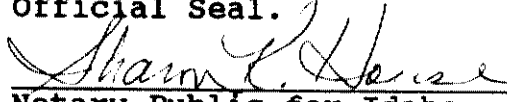

J. R. Kemp


Jon M. Steele

STATE OF IDAHO)
) ss.
County of ADA)

On this 13th day of October, 1993, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared J. R. Kemp, known 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.

WITNESS my hand and Official Seal.


Notary Public for Idaho
Residing at Boise
My Commission expires: 5/23/97

STATE OF IDAHO)
) ss.
County of ADA)

On this 13th day of October, 1993, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Jon M. Steele, known 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.

WITNESS my hand and Official Seal.


Notary Public for Idaho
Residing at Boise
My Commission expires: 5/23/97