

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

EMERALD PROFESSIONAL PARK OWNERS CORPORATION

was filed in the office of the Secretary of State on the 14th day of July A. D. One Thousand Nine Hundred Seventy-eight and is/ ^{will be} ~~duly~~ recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at Boise, Idaho in the County of Ada and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 14th day of July A.D., 19 78.

Secretary of State.

ARTICLES OF INCORPORATION

OF

EMERALD PROFESSIONAL PARK OWNERS CORPORATION

In compliance with the requirements of the laws of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, including particularly Section 30-1004, Idaho Code, the undersigned natural persons, each of whom is of full age and a resident of the United States, in order to form a non-profit corporation for the purposes hereinafter stated, do hereby, as incorporators, adopt the following Articles of Incorporation and certify:

ARTICLE I

The name of the corporation is EMERALD PROFESSIONAL PARK OWNERS CORPORATION, hereinafter call the "Corporation."

ARTICLE II

OFFICE

The principal office of the Corporation is located at 120 Hearthstone, Boise, Idaho 83702. Frederick M. Schuerman, whose address is 120 Hearthstone, Boise, Idaho 83702, is hereby appointed the initial registered agent of this Corporation.

ARTICLE III

PURPOSE AND POWERS OF THE CORPORATION

The purpose of this Corporation shall be to provide for maintenance, preservation and control of the Common Area within Emerald Professional Park Subdivision, Ada County, Idaho, and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation by annexation as provided in Covenants referred to below, and to promote the recreation, health, safety and welfare of the members hereof, and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation 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, as Instrument No. 5826995, 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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(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 Corporation;

(d) borrow money, mortgage, pledge, deed in 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) dedicate, sell or transfer all or any part of the Common Area, to any public agency, authority, utility for such purposes and subject to such conditions as may be agreed to by the members, subject to those restrictions contained in the Declaration and any amendments thereto;

(f) participate in mergers and consolidations with other non-profit 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

(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 IV

MEMBERSHIP

Every person or entity who is a record owner of a fee or which is subject by covenants of record to assessment by the Corporation shall be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest in a lot merely as security for the performance of an obligation. Membership shall be appurtenant to and shall not be separated from ownership of any lot which is subject to assessment by the Corporation. Each member shall enjoy those property rights defined in Article IV of the Declaration and amendments thereto.

ARTICLE V

VOTING RIGHTS

The Corporation shall have one class of voting membership. Each member shall be entitled to one vote for

each lot in which he holds the interest required for membership by the Declaration; when more than one person holds such interest in any lot, all such persons shall be members, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation may be managed by a Board of three (3) Directors, who need not be members of the Corporation, at meetings duly held pursuant to the By-Laws and at which a quorum is present in person or by proxy. A quorum shall consist of a majority of the Directors. The Board, by majority vote, may remove an officer of the Corporation.

At the first regular meeting, the members shall elect one director for a term of one year, one director for a term of two years, and one director for a term of three years; and at each annual meeting thereafter, the members shall elect one director for a term of three years. Vacancies during the terms shall be filled by the remaining directors.

ARTICLE VII

DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. No part of the assets of such dissolution shall inure to the benefit of any member.

ARTICLE VIII

DURATION

The Corporation exists perpetually.

ARTICLE IX

The names and post office addresses of each of the incorporators are:

Frederick M. Schuerman	120 Hearthstone, Boise, ID 83702
Linda A. Schuerman	120 Hearthstone, Boise, ID 83702
Richard H. Greener	1110 Bank of Idaho Bldg., Boise, ID 83702
Laurel J. Walker	1110 Bank of Idaho Bldg., Boise, ID 83702
Zoe Ann M. Bicandi	1110 Bank of Idaho Bldg., Boise, ID 83702

ARTICLE X

The names and post office addresses of each of the First Board of Directors are:

Frederick M. Schuerman	120 Hearthstone, Boise, ID 83702
Linda A. Schuerman	120 Hearthstone, Boise, ID 83702
Richard H. Greener	1110 Bank of Idaho Bldg., Boise, ID 83702

ARTICLE XI

Amendments to these Articles shall require the assent of those members casting two-thirds (2/3) of the votes of the Corporation at any regular members' meeting, mailed specifically for that purpose. The By-Laws may be amended by a majority of the Directors or by the members in accordance with Idaho law.

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 Corporation, have executed these Articles of Incorporation this 14th day of July, 1978.

Frederick M. Schuerman
Frederick M. Schuerman

Linda A. Schuerman
Linda A. Schuerman

Richard H. Greener
Richard H. Greener

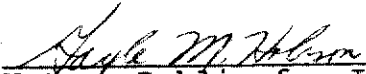
Laurel J. Walker
Laurel J. Walker

Zoe Ann M. Bicandi
Zoe Ann M. Bicandi

STATE OF IDAHO)
) ss.
County of Ada)

On this 14th day of July, 1978, before me the undersigned, a Notary Public, in and for said State, personally appeared Frederick M. Schuerman, Linda A. Schuerman, Richard H. Greener, Laurel J. Walker, and Zoe Ann M. Bicandi, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Boise, Idaho