



CERTIFICATE OF INCORPORATION
OF

GREENHORN OWNERS ASSOCIATION, INC.

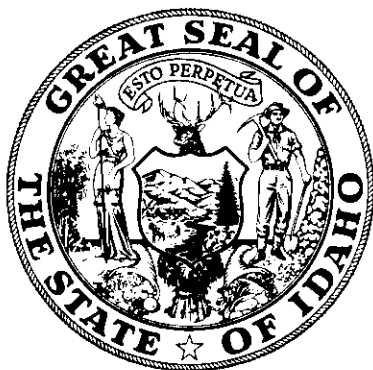
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

GREENHORN OWNERS 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 December 4, 19 89.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

ORIGINAL

DEC 4 9 05 AM '80
SECRETARY OF STATE

GREENHORN OWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator for the purpose of forming a corporation under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I.

Name

The name of the corporation is GREENHORN OWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II.

Registered Office

The location of the principal and registered office of the Association is ^{Deer Creek Ranch, Hailey Id as per Virginia} Blaine County, Idaho. The registered agent of the Association is CALVIN A. MERRIMAN.

ARTICLE III.

No Pecuniary Gain To Members

This Association shall not afford a pecuniary gain, incidentally or otherwise, to its members, and is not authorized to issue shares of stock. Each member as such will have equal interest and voting right in the corporation.

ARTICLE IV.

Purpose and Powers of the Association

The specific purposes for which the Association is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Properties within that certain tract of property known as Greenhorn Subdivision, according to the plat thereof on file and of record in the office of the Recorder for the County of Blaine, State of Idaho, and such additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation as provided for in accordance with the provisions of the recorded Declaration of Covenants, Conditions and Restrictions applicable to said properties, hereinafter referred to as "The Properties"; and to promote the health, safety and welfare of the residents within The Properties and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purposes:

- (a) To exercise all 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 Properties and recorded or to be recorded in the Office of the Recorder in and for Blaine County, 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) To 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;
- (c) To 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;

- (d) To dedicate, sell or transfer all of any part, of the Common Properties to any public agency, authority, or utility;
- (e) To participate in mergers or consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Properties, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;
- (f) To have and to exercise any and all powers, rights, and privileges which a corporation organized under the Idaho Non-Profit Corporation Act by law may now or hereafter have or exercise;
- (g) To create, acquire, lease or purchase real property designated as "common property" in plats which are subject to restrictions reciting membership by the owners thereof in this corporation and to develop the same for the common benefit of such owners;
- (h) To designate, remove and replace members of Architectural and Maintenance Committees;
- (i) To insure, protect, beautify and improve the common property, to provide park space and common facilities and services, to maintain control and orderliness of vacant property, to pay taxes upon common property, to construct and control the use of structures appropriate for the common benefit and to make such undertakings as may be useful to the accomplishment of the purposes hereof;
- (j) To levy, collect and enforce assessments upon members, as liens upon the lots of members, for the provision of funds necessary or appropriate to the purposes of the corporation;
- (k) To provide community services of every kind and nature in favor of the property of members subject hereto, except that no such activity shall be entered into for profit or for purposes other than as permitted to a nonprofit corporation.

The foregoing enumeration of powers is made in furtherance, and not in limitation, of the powers conferred upon this Association by law, and is not intended, by the mention of any particular power, to limit or restrict any lawful power to which this Association may be otherwise entitled.

ARTICLE V.

Membership

Every person or entity who is a record owner, whether one or more persons or entities, of a fee simple or undivided fee interest in any Lot or Site which is subject to the covenants of record to assessment by the Association shall be a member of the Association. The foregoing is not intended to include the mortgagee of any such Site or Lot unless and until such mortgagee has acquired title pursuant to foreclosure of said mortgage and the period within which the fee owner may redeem from such foreclosure has been terminated. Where any such Site or Lot is being sold by the fee owner to a contract vendee who is entitled to possession of the Site or Lot, the contract vendee shall be considered the record owner of the Site or Lot upon furnishing adequate proof to the Association. Membership shall be appurtenant to and may not be separated from ownership of any Site or Lot which is subject to assessment by the Association.

ARTICLE VI.

Voting Rights

The Association shall have two (2) classes of voting memberships:

CLASS A. Class A members shall be all Owners of one or more Sites or Lots, except Developer. When more than one person owns any Site or Lot, all such persons shall be members. Each Site or Lot shall represent one vote. If more than one person owns a Site or Lot, the vote for such Site or Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Site or Lot.

CLASS B. The Class B member shall be the Developer (Smoky Mountain Partnership). The Class B member shall be entitled to three (3) votes for each Site or Lot owned by it. The Developer may create additional Class B votes for itself by subjecting additional property to the Declaration. The Class B membership shall cease and be converted to Class A membership on the earlier of the following dates:

- (a) When all Class A memberships have exceeded the total votes outstanding in the Class B membership; or
- (b) Three (3) years from the date of recording the Declaration with the Blaine County, Idaho Recorder.

Board of Directors

The affairs of this Association shall be managed by a Board of Directors comprised of not less than three (3) nor more than five (5), 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:

<u>NAME</u>	<u>ADDRESS</u>
JOHN A. WEDUM	P. O. Box 2188, Sun Valley, ID 83353
WILLIAM R. BURT	P. O. Box 296, Hailey, ID 83333
CALVIN A. MERRIMAN	P. O. Box 2188, Sun Valley, ID 83353

At each annual meeting the members shall elect three (3) directors to serve until their successors be elected.

ARTICLE VIII.

Incorporator

The name and address of the incorporator of the Association is:

NAME

ADDRESS

CALVIN A. MERRIMAN

P. O. Box 2188, Sun Valley, ID 83353

ARTICLE IX.

Personal liability of Members

The members of the Association shall not be liable for Association obligations except as provided for and authorized under the recorded covenants and restrictions applicable to The Properties.

ARTICLE X.

Capital Stock

This Association shall have no capital stock.

ARTICLE XI.

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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII.

Duration

The Association shall exist perpetually.

ARTICLE XIII.

Amendments

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

ARTICLE XIV.

Governing Law

The corporation shall have all the powers, not contrary to law or the statutes of the State of Idaho, incident to, expedient or appropriate to carry out the purposes for which it is formed.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Idaho, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 26th day of November, 1980.


CALVIN A. MERRIMAN

STATE OF IDAHO)
)
County of Blaine) SS.

On this 26th day of November, 1980, before me, a Notary Public in and for said State, personally appeared CALVIN A. MERRIMAN, known to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

Robert Vorbe
NOTARY PUBLIC FOR IDAHO
Residing at Ketchum
Lifetime Commission