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CLERK OF STATE
STATE OF IDAHO**ARTICLES OF INCORPORATION****OF****HIDDEN MEADOWS SUBDIVISION
HOME OWNERS ASSOCIATION, INC.**01 DEC -4 PM 4:39
SECRETARY OF STATE
STATE OF IDAHO

In compliance with the requirements of Title 30, Chapter 3, of the Idaho Code, the undersigned, who is interested in HIDDEN MEADOWS SUBDIVISION HOME OWNERS ASSOCIATION, INC., Payette County, Idaho; described more particularly in Exhibit "A", attached hereto, and whom is of full age, does this day intend to form a corporation not for profit and does hereby certify:

ARTICLE I**NAME OF CORPORATION**

The name of the corporation is HIDDEN MEADOWS SUBDIVISION HOME OWNERS ASSOCIATION, INC., hereafter called the "Corporation".

ARTICLE II**REGISTERED OFFICE**

The registered office of the Corporation is located at 16299 Franklin Road, Nampa, Idaho 83687.

ARTICLE III**REGISTERED AGENT**

Dave Holton of D.H. Development, whose address is 16299 Franklin Road, Nampa, Idaho 83687, is hereby appointed the initial registered agent of this Corporation.

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ARTICLE IV

PURPOSE AND POWERS OF CORPORATION

This Corporation is a non-profit corporation and shall have no capital stock, and no dividends of pecuniary profits shall be declared to the members thereof. The objectives and purposes for which this Corporation is formed are as follows:

(1) To provide for maintenance, repair, improvement, preservation, and architectural control of any common area hereafter acquired within that certain tract of property described as HIDDEN MEADOWS SUBDIVISION, which includes the bluffs at HIDDEN MEADOWS, Payette County, Idaho;

(2) To promote the health, safety and welfare of the residents within the above-described subdivision and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation for these purposes;

(3) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth respectively in any Declarations of Covenants, Conditions and Restrictions, hereinafter called the "Declarations", applicable to the real property mentioned herein, or any portion thereof, and as the same may be amended from time to time as therein provided, said Declarations being incorporated herein as if set forth at length;

(4) To fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declarations; to pay all expenses in connection therewith and all charges or assessments pursuant to the terms of the Declarations, and all office and other expenses incident to conducting of the business of the Corporation, including all licenses, taxes, or governmental charges levied or imposed against the property of the Corporation;

(5) 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 Corporation;

(6) To borrow money, and with the assent of record owners of two-thirds (2/3) of the lots mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(7) To dedicate, sell, or transfer all or any part of any 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 the record owners of two-thirds (2/3) of the lots, agreeing to such dedication, sale or transfer;

(8) To acquire, own, and maintain real estate and personal property including water rights, shares, water lines, mains, easements, pumps, pumping fixtures and equipment, water licenses and permits, franchises, and any other property item or effect that may become instrumental for the purposes for which the Corporation is organized.

(9) To supervise, manage, distribute, control, and supply irrigation water to the members of the Corporation, and to acquire and maintain control, expend, improve, and repair water sources and systems and conduct all business necessary or instrumental to the same.

(10) To make assessments to members and pay expenses for water and water system equipment.

(11) To 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 the record owners of two-thirds (2/3) of the lots;

(12) To have and to exercise any and all powers, rights, and privileges that a corporation organized under a non-profit corporation laws of the state of Idaho 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 within HIDDEN MEADOWS SUBDIVISION, Payette County, Idaho, including contract sellers, shall be a member of the Corporation. 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 that is subject to assessment by the Corporation. As development of the HIDDEN MEADOWS SUBDIVISION progresses, membership shall be added in phases, consistent with the terms of any declaration of covenants, conditions, and restrictions defining therein eligibility for membership in the corporation.

ARTICLE VI

VOTING RIGHTS

The Corporation shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of Declarant D.H. Development, LLC, an Idaho entity (hereinafter "Declarant"), and/or its successors and assigns. If such Owners should acquire more than one undeveloped lot from the Declarant for the purpose of development, they 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. Fractional votes shall not be allowed. The vote

applicable to any said lot being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise.

Class B. The Class B member(s) shall be the Declarant and/or any successor in interest thereof holding ownership in more than one lot for development purposes, and shall be entitled to three (3) votes for each lot owned.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Corporation shall initially be managed by a Board of one (1) director, who need not be a member of the Corporation. The number of directors may be changed by amendment of the By-Laws of the Corporation. The names and addresses of the person who is to act in the capacity of director until the selection of his successors is:

<u>Name</u>	<u>Address</u>
Betty Holton	16299 Franklin Rd Nampa Id 83687
Dave Holton	16299 Franklin Road Nampa, Idaho 83687
Wally Holton	16299 Franklin Rd Nampa Id 83687

Successors shall be selected upon ownership and occupancy of greater than one-half (1/2) of the lots in the subdivision by owners other than D. H. Development, LLC. From the time that successors are selected and continuing thereafter, the Board shall consist of no fewer than three (3) directors, who shall be members of the Corporation.

ARTICLE VIII
RESTRICTION

Nothing in these Articles shall be construed as restricting the ownership of fee lots and no provision shall be made in the Bylaws of the Corporation that shall so restrict ownership.

ARTICLE IX
DISSOLUTION

The Corporation may be dissolved by unanimous written consent or corporate resolution approved by the record owners of not less than two-thirds (2/3) of the lots. 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 this 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, trust, or other organization to be devoted to such similar purposes.

ARTICLE X
DURATION

The corporation shall exist from the date of issuance of a Certificate of Incorporation by the Secretary of State of Idaho, and shall exist in perpetuity thereafter.

ARTICLE XI
AMENDMENTS

These Articles may be changed only by affirmative vote of two-thirds (2/3) 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 Corporation, have executed these Articles of Incorporation this 13 day of Nov, 2001.

Dave Holton
DAVE HOLTON
Incorporator

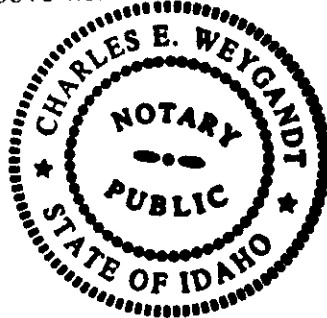
STATE OF IDAHO)

) ss.

County of Canyon)

On this 13 day of ~~October~~ ^{NOVEMBER}, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared DAVE HOLTON, known to me to be the person whose name is subscribed to the within and foregoing 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 first above written.



Charles E. Weygandt
NOTARY PUBLIC FOR IDAHO

Residence: CAIDWELL

My Commission Expires: 5-2-2003

*SEAL

A portion of Government Lots 2 and 4, Sec. 27, Twp. 8 N., R. 5 W., B.M., Payette County, Idaho, more particularly described as follows:
Commencing at the C1/4 corner of said Sec. 27 from which the S1/4 corner of said Sec. 27 bears South 00°02'00" East, 2660.93 feet;
thence along the East-West centerline of said Sec. 27 South 89°58'30" West, 1314.82 feet to the Southeast corner of said Government Lot 2, said point also being the Real Point of Beginning;
thence along the South boundary line of said Government Lot 2 and said Government Lot 4 South 89°58'30" West, 1331.76 feet to the Southwest corner of said Government Lot 4;
thence along the West boundary line of said Government Lot 4 North 00°20'00" East, 736.96 feet;
thence leaving said West boundary line South 89°45'13" East, 305.16 feet;
thence North 07°20'43" East, 46.73 feet;
thence South 82°39'17" East, 58.00 feet;
thence South 89°55'06" East, 147.26 feet;
thence South 07°20'43" West, 112.86 feet;
thence North 89°58'30" East, 120.87 feet;
thence North 49°16'34" East, 12.50 feet to a point on a curve left;
thence along said curve 60.23 feet, said curve having a radius of 70.00 feet, a central angle of 49°18'04" and a long chord of 58.39 feet which bears South 65°22'28" East to the point of tangency;
thence North 89°58'30" East, 6.30 feet;
thence South 00°01'30" East, 100.00 feet;
thence North 89°58'30" East, 481.00 feet;
thence North 00°01'21" West, 17.98 feet;
thence North 89°58'39" East, 155.00 feet to a point on the West boundary line of Crestview Subdivision, recorded as Instrument No. 266969, Records of Payette County, Idaho;
thence along said West boundary line South 00°01'21" East, 563.97 feet to the Real Point of Beginning.

EXHIBIT "A"