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ARTICLES OF INCORPORATION

SHANY'S ACRES HOMEOWNERS' ASSOCIATION, INC.

The undersigned, Wm. Lyman Belnap of the firm Belnap & Curtis, PLLC, acting as the incorporator of a non-profit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles"); for the incorporation of Shany's Acres Homeowners' Association, Inc. ("Corporation").

ARTICLE I

The name of the Corporation is SHANY'S ACRES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of duration of the Corporation is perpetual.

ARTICLE IV

The address of the initial registered office and the principal office of the Corporation is 24174 Wanda Way, Middleton, ID 83644 and the name of the initial registered agent at this address is Jake Tunison.

ARTICLE V

1. The purposes for which the Corporation is organized and will be operated are as follows:

(a) To provide for the maintenance, preservation and architectural control of the residences, lots, roadways and/or common areas situated within the Shany's Acres Subdivision located in Canyon County, Idaho ("Development").

(b) To promote the health, safety and welfare of the residents within the Development.

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments; 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.

(d) To accept donations of money, property, whether real or personal, or any other things of value.

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(e) To borrow money, and with the assent of two-thirds (2/3) of each class of members, to mortgage, pledge, deed in trust, or hypothecate, any or all of its real or personal property as security for money borrowed or debts incurred.

(f) To 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 of the Corporation.

(g) To have and to exercise, any and all powers, rights and privileges which a corporation organized under the Act may now or hereafter have or exercise.

(h) Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or therefore, may not at that time lawfully carry on or do.

ARTICLE VI

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 528(x) of the internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII

The Corporation shall have members. Every person or entity who is an owner of any lot within the Development is entitled to membership and voting rights in the Corporation. Every member, including for Declarant, shall have Class A status and be entitled to one (1) vote for each lot owned. The owner of a lot is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership is appurtenant to, and inseparable from, ownership of the lot.

ARTICLE VIII

Amendment of the Articles requires the approval of two-thirds (2/3) vote of the owners.

The Declaration contains provisions in which the Development may be expanded so as to include additional adjacent parcels of land. In the event the Declaration is so amended or additional plats of land are brought within the Development, then these Articles of Incorporation shall be deemed amended so as to include such additional areas of land within the Development so that each person or entity holding title to a lot within such additional area shall be a member

of this Corporation. No further consent or approval of this Corporation shall be required to so amend the Declaration.

ARTICLE X

The Corporation is intended to be classified as a "homeowners' association" pursuant to Section 528(a) of the Internal Revenue Code of 1986, as amended. As such, it is intended to be exempt from income taxes. The Corporation is an organization intended to be a residential real estate management association or condominium management association organized and operated to provide for the acquisition, construction, management, maintenance, and care of Corporate property, where sixty percent (60%) or more of the gross income of the Corporation for any taxable year shall consist solely of amounts received as membership dues, fees, or assessments from owners or residences or residential lots. Ninety percent (90%) or more of the expenditures of the Corporation for any taxable year shall be expenditures for the acquisition, construction, management, maintenance, and care of the Corporation's property. No part of the net earnings of the Corporation shall ever inure to the benefit of any member or any other individual or entity. All provisions of these Articles of Incorporation shall be interpreted in accordance with the provisions of Section 528(c) of the Internal Revenue Code of 1986, as amended. In case of conflict between such section and other provisions herein, any provisions within these Articles shall be interpreted to be consistent with such section, or shall be of no force and effect.

ARTICLE XI

The affairs of the Corporation shall be managed by its Board of Directors who need not be members of the Corporation. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed in the manner and for the term provided in the Bylaws of the Corporation. The names and street addresses of the persons constituting the initial Board of Directors are:

Name	Address
Jake Tunison	24174 Wanda Way, Middleton, ID 83644
Brooke Stevenson	11650 Willis Road, Middleton, ID 83644
Eric Lowery	24344 Wanda Way, Middleton, ID 83644
Debra Woodworth	10000 Martingale Dr., Boise, ID 83709
Mark Hartman	24258 Wanda Way, Middleton, ID 83644

ARTICLE XII

The Corporation shall indemnify the members of the Board of Directors for all costs, losses, liabilities, expenses and damages, including reasonable attorneys fees, suffered or incurred by a Board member arising out of or related to the business of the Corporation, to the fullest extent provided or allowed by the laws of Idaho. In addition, the Corporation may advance costs of defense of any proceeding to the members of the Board of Directors.

ARTICLE XIII

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of

membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE XIV

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XV

The name and street address of the incorporator is Belnap & Curtis, PLLC, 1401 Shoreline Dr., Boise, Idaho 83702

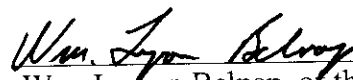
The power of the incorporator shall terminate upon filing these Articles with the Secretary of State in Idaho.

ARTICLE XVI

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 22 day of December, 2003.

Belnap & Curtis, PLLC



Wm. Lyman Belnap, of the firm