

ARTICLES OF INCORPORATION  
OF  
THE THORNBERRY PRIVATE DRIVE  
HOMEOWNERS, INC.

FILED EFFECTIVE

DEC 29 3 58 PM '00

SECRET

KNOW ALL MEN BY THESE PRESENTS, that we, the under-signed incorporators being citizens of the United States of America and being of full age, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit corporation pursuant to the Idaho Non-Profit Corporation Act, to be hereinafter referred to as a corporation, and do hereby adopt the following Articles of Incorporation, to-wit:

ARTICLE I.

The name of this corporation shall be and is "THE THORNBERRY PRIVATE DRIVE HOMEOWNERS, INC."

ARTICLE II.

The existence of this corporation shall be perpetual.

ARTICLE III.

The purpose for which this corporation is formed are the following:

- a. For the mutual aid and protection of the rights and privileges shared by the members of the corporation.
- b. To provide for the maintenance and upkeep of those areas and facilities of common interest to the members of the corporation.

mortgages upon the whole or any part of the property.

- f. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state government or governmental authority or of any political or administrative subdivision or department thereof and to perform and carry out, assign, cancel or rescind any such contracts.
- g. To buy, sell, deliver all goods, real property, wares and merchandise and all kinds of equipment, apparatus and appliances reasonably related to and required by the principal business of the corporation.
- h. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers therein set forth, either alone or growing out of or connected with its business or powers, provided the same be not inconsistent with the laws of the State of Idaho.

The purposes and powers specified in the clauses contained in this article are to be construed both as purposes and powers and shall, except when otherwise expressed in this article, be in nowise limited or restricted by reference to or inference from the terms of any other clause of this, or of any other article of this certificate, but each of the purposes and powers specified in this article shall be regarded as independent purposes and powers; and the specification herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of the general powers granted to the corporations under the laws of the State of Idaho, but is intended to be, and shall be held to be in furtherance thereof.

#### ARTICLE IV.

The corporation is not organized for pecuniary profit and no dividends shall be paid and no part of the income shall be distributed to its members, directors, or officers. The balance, if any, of all money received by the corporation from its operations shall be paid to the corporation for the use of the corporation.

eliminate or limit the liability of a director for (1) any breach of the directors duty of loyalty to the corporation or its members, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) as may be provided under Idaho Code 30-1-48, as currently existing or as may hereafter be amended.

#### ARTICLE VI

The rights of membership shall extend to the owners of real property located in Highlands Hackberry No. 2, the legal description as West ½ of Section 26, Township 4 North, Range 2 East, Boise, Meridian, City of Boise, Ada County, Idaho. The membership shall depend solely upon ownership of said property and each membership shall be identified with the ownership of said property and shall not be subject to the approval of the board of directors or other members. The rights and interest of all members shall be equal.

Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the members. Members owning real property in the subdivision as joint tenants, tenants in common or as community property shall only be permitted one vote for their joint property interest.

#### ARTICLE VII.

A member entitled to vote in a meeting may assign his proxy to a specific member entitled to vote at such meeting, and may also name an alternate. In advance of voting, proxies shall be submitted to the Secretary and a committee may be appointed by said Secretary to determine the validity of proxies. Proxies are limited to a maximum term of eleven (11) months as provided by law.

#### ARTICLE VIII.

No member hereof shall be expelled from the corporation or have his voting rights canceled except by transfer of his property in said subdivision; provided, however, that the corporation shall have the power to suspend or restrict the voting rights of any member who

ARTICLE X.

The address of the initial registered office of the corporation is 2417 Bogus Basin Road, Boise, Idaho, and the name of its initial registered agent at such address is Thomas Ditter.  
83702

ARTICLE XI.

The meetings of the members of this corporation shall be held within the territorial boundaries of Ada County, State of Idaho.

ARTICLE XII.

The number of the directors of the corporation shall be no more than four (4).  
And no less than 3.

ARTICLE XIII.

The names and post office addresses of the incorporators are as follows:

Thomas Ditter      2417 Bogus Basin Rd   Boise ID   83702

Robert Flood      2417 Bogus Basin Rd   Boise ID   83702

ARTICLE XIV.

The names and post office addresses of the initial board of directors, named by the incorporators, are as follows:

Thomas Ditter      same as above

Robert Flood      same as above

