

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

DEER FLAT MANOR HOMEOWNERS ASSOCIATION, INC.
File number C 115597

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 DEER FLAT MANOR HOMEOWNERS 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: July 1, 1996



Pete T. Cenarrusa
SECRETARY OF STATE
By *Anna Siebel*

ARTICLES OF INCORPORATION
OF
DEER FLAT MANOR HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, all being citizens of the United States of America, and of the State of Idaho, and being of full age, have this day voluntarily associated ourselves together for the purpose of forming a non-profit cooperative association under the laws of the State of Idaho, Title 30, Section 30-3-1, et al, to be hereinafter referred to as a corporation and do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be and is DEER
FLAT MANOR HOMEOWNERS ASSOCIATION, INC.

ARTICLE III

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

1. To hold title to Lot 6 in Block 3 of VANAL HEIGHTS SUBDIVISION located in the NE $\frac{1}{4}$ of the NE $\frac{1}{4}$ of Section 16, Township 3 North, Range 3 West of the Boise Meridian to construct and maintain a park and playground equipment located thereon for the use and enjoyment of all the members of the corporation.

2. To maintain all common areas of the subdivision known as Deer Flat Manor.

3. To buy, sell, lease any equipment necessary to furnish and maintain the part and common areas.

4. To contract debts and issue bills, notes, mortgages, bonds and debentures.

5. To receive and hold title to real property.

6. In the event of a conveyance thereof, to receive, operate and maintain a well and water system(s) owned by Lakeview Water Co., Inc. which furnishes the water and water system(s) to the owners of lots described in Exhibit "A" attached hereto known as Deer Flat Manor.

7. To transact any lawful business or activity.

ARTICLE III

The corporation is not organized for pecuniary profit nor shall the corporation have any power to issue certificates of stock or declare dividends and no part of the corporation's net earnings shall inure to the benefit of any member, director or individual. The balance, if any, of all money received by the corporation from its operations, after payment in full of all debts and obligations of the corporation of whatsoever kind and nature, shall be used in the exercise of the purposes above set forth.

ARTICLE IV

Rights of membership in the corporation shall extend to the owners of real property located in the subdivision known as Deer Flat Manor, Canyon County, Idaho. The membership shall depend solely upon ownership of said property and such 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 receive and hold a certificate for each parcel of said property which such member holds in Deer Flat Manor and such member's voting rights shall be restricted to the owners of said property and shall depend on the number of said parcels or certificates owned by such members and members shall be entitled to one (1) vote for each certificate they own.

ARTICLE V

A member entitled to vote in a meeting may assign such member's 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.

ARTICLE VI

No members hereof shall be expelled from the corporation or have their voting rights cancelled except by transfer of their property in Deer Flat Manor; provided, however, that the corporation shall have the power to suspend either the membership or the voting rights or both of any members hereof for such periods of time as their dues or assessments are not paid and the corporation shall have power to attach liens against such members' property for nonpayment of said dues or assessments.

ARTICLE VII

All corporate meetings, unless otherwise notified, shall be held at the office of Wayne E. Stephens, 24604 Emmett Rd., Caldwell, Idaho, 83605.

ARTICLE VIII

The existence of this corporation shall be perpetual.

ARTICLE IX

The registered office of this corporation shall be the office of Wayne E. Stephens, 24604 Emmett Rd., Caldwell, Idaho, 83605. The initial registered agent of this corporation shall be Wayne E. Stephens, 24604 Emmett Rd., Caldwell, Idaho, 83605.

ARTICLE X

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

ARTICLE XI

The number of directors of the corporation shall not be less than three (3). The names and addresses of the three initial directors are:

Wayne E. Stephens
24604 Emmett Rd.
Caldwell, Idaho 83605

Julia L. Stephens
24604 Emmett Rd.
Caldwell, Idaho 83605

Kenneth W. Stephens
4954 N. Edinburgh Way
Boise, Idaho 83703

ARTICLE XII

The directors of this corporation shall have the power to amend the By-Laws or these Articles of Incorporation as is herein provided or as provided in the By-Laws.

ARTICLE XIII

Any amendment to these Articles may be made by a vote of a two-thirds (2/3) majority of all of the eligible voters; restricted, however, to the condition that these Articles shall not be amended or changed during or within the first year of

their existence without 100% vote, said existence to commence from the date of its certificate. Said condition to apply with only one exception, said exception being that if the corporation shall receive the approval of the Federal Housing Administration for a particular change, then such change may be made within the first year.

ARTICLE XIV

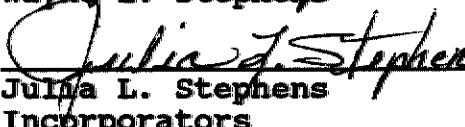
The incorporators of this corporation are: Wayne E. Stephens and Julia L. Stephens, husband and wife, 24604 Emmett Rd., Caldwell, Idaho, 83605.

ARTICLE XV

Any distribution of the assets of the corporation shall be done in accordance with Idaho law which may include distribution to the members based upon their respective ownership of membership certificates or to a like corporation.

IN WITNESS WHEREOF, We, the incorporators of said corporation have hereunto set our hands this 28th day of June, 1996.


Wayne E. Stephens (seal)
Wayne E. Stephens


Julia L. Stephens (seal)
Julia L. Stephens
Incorporators

STATE OF IDAHO)
County of Canyon)
ss.)

On this 28th day of June, 1996, before me, the undersigned, a Notary Public in and for said State, personally appeared WAYNE E. STEPHENS and JULIA L. STEPHENS, husband and wife, known to me to be the persons whose names are subscribed to the within 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 Caldwell
My Commission Expires: 7-25-2000