

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

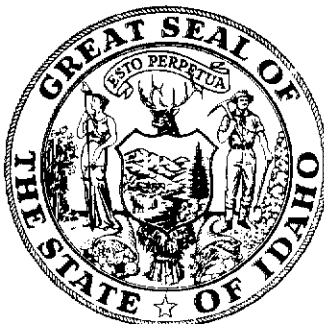
SPURWING HOMEOWNERS' ASSOCIATION, INC.

File number C 107918

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 SPURWING 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: October 5, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sonya Herold*

OCT 5 4 08 PM '94  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
SPURWING HOMEOWNERS' ASSOCIATION, INC.

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IDHMO SECRETARY OF STATE  
CORP  
CK #: 3901  
CUST# 2582

*KNOW ALL MEN BY THESE PRESENTS:* That we, the undersigned, being each of us of full legal age and citizens of the United States and of the State of Idaho, do hereby certify that we have associated ourselves together for the purpose of forming a non-profit cooperative association or corporation under the laws of the State of Idaho pertaining thereto and hereby adopt the following Articles of Incorporation:

#### ARTICLE I

The name of the corporation is Spurwing Homeowners' Association, Inc., hereafter called the "Association."

#### ARTICLE II

The principal address and initial registered office of the Association will be located at 200 North Fourth Street, Suite 206, Boise, Idaho 83702.

#### ARTICLE III

John W. Hewitt, whose address is 200 North Fourth Street, Suite 206, Boise, Idaho 83702, is hereby appointed the initial registered agent of this Association.

#### ARTICLE IV PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the real property within the Spurwing Subdivision more particularly described in Exhibit "A" ("Property"), attached hereto and incorporated herein by reference, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, including all additional units and phases of the Spurwing Subdivision, for the purpose to:

4.1 Exercise all of the powers and privileges and to perform all of the duties and obligations of the Declarant as set forth in that certain Master Declaration of Covenants, Conditions and Restrictions, hereinafter referred to as the "Declaration," applicable to the Property and recorded in the office of the County Recorder of Ada County, Idaho, and as the same may be amended from time to time as therein provided, which Declaration is incorporated herein as if set forth in full;

4.2 Fix, levy and collect payment of dues, to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

4.3 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;

4.4 Borrow money and, with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurring;

4.5 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 two-thirds (2/3) of the members agreeing to such dedication, sale or transfer;

4.6 Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the members;

4.7 Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Non-Profit Corporation Act of the State of Idaho have or exercise now or hereafter by law.

## ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot in the Property which is subject to covenants of record is hereby a member of the Association. 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 which is subject to covenants of record.

## ARTICLE VI VOTING RIGHTS

The Association shall have the following two classes of voting membership:

Class A — Class A Members shall be all Owners except Spurwing Limited Partnership, and, except as may be provided in the case of election of directors, shall be entitled to one (1) vote for each Lot subject to assessment as provided in the Master Declaration of Covenants, Conditions and Restrictions for Spurwing Subdivision, in which they hold the interest required for Membership. When more than one person owns a portion of the interest required for Membership, the vote for each Lot shall be exercised as such co-owners determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B — The Class B Member shall be Spurwing Limited Partnership, and shall be entitled to the number of votes which, when added to the total number of votes outstanding from time to time for all Class A Memberships, shall equal fifty-one percent (51%) of the total votes outstanding for the Class A and Class B Memberships. The Class B Membership shall cease upon the conveyance to an Owner other than Spurwing Limited Partnership of the last Lot owned by Spurwing Limited Partnership in the Property, or at such earlier time when Spurwing Limited Partnership, by a recorded declaration, expressly relinquishes such Class B Membership.

## ARTICLE VII INDEMNIFICATION

To the fullest extent permitted by law, every director and every officer of the Association, the members of the Design Review Committee and Spurwing Limited Partnership (to the extent a claim may be brought against the Spurwing Limited Partnership by reason of its appointment, removal or control over members of the Board or the Design Review Committee) shall be indemnified by the Association, and every other person serving as an employee or direct agent of the Association, or on behalf of the Association as a member of a committee or otherwise may, in the discretion of the Board, be indemnified by the Association, against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon such Member in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of such Member being or having served in such capacity on behalf of the Association (or in the case of Spurwing Limited Partnership, by reason of having appointed, removed or controlled or failed to control members of the Board or the Design Review Committee), or any settlement thereof, whether or not he or she is a director, officer or member of the Design Review Committee or serving in such other specified capacity at the time such expenses are

incurred, provided that the Board shall determined, in good faith, that such officer, director, member of the Design Review Committee or other person, or Spurwing Limited Partnership, did not act, fail to act or refuse to act willfully or with gross negligence or fraudulent or criminal intent. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such persons may be entitled at law or otherwise.

## ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of at least three (3) such directors who must be members of the Association, except for those member's initially appointed by the developer of the Spurwing Subdivision. The number of directors may be changed by amendment of the By-Laws 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 and who constitute the corporation's initial incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
John W. Hewitt	200 North Fourth Street, Ste. 206 Boise, Idaho 83702
Charlene Hewitt	200 North Fourth Street, Ste. 206 Boise, Idaho 83702
Ronald Thurber	200 North Fourth Street, Ste. 206 Boise, Idaho 83702

Directors may be elected at annual or special meetings of the Membership.

## ARTICLE IX DISSOLUTION

The Association may be dissolved with the unanimous assent given in writing and signed by all of the 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.

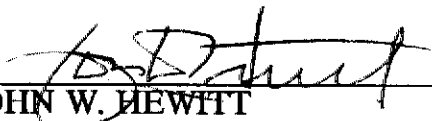
ARTICLE X  
DURATION

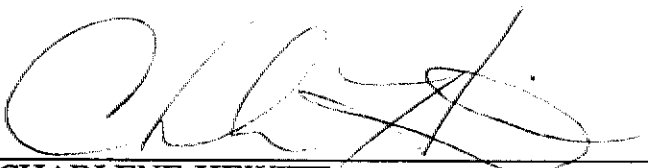
The corporation shall exist perpetually.


ARTICLE XI  
AMENDMENTS

Amendment of these Articles shall require the assent 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 Association, have executed these Articles of Incorporation this 26<sup>th</sup> day of September, 1994.

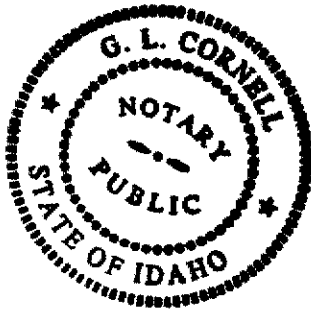
  
\_\_\_\_\_  
JOHN W. HEWITT


  
\_\_\_\_\_  
CHARLENE HEWITT

  
\_\_\_\_\_  
RONALD THURBER

STATE OF IDAHO            )  
                                      ) ss  
County of Ada             )

I, the undersigned, a notary public for the State of Idaho, do hereby certify that on this 26<sup>th</sup> day of September, 1994, personally appeared before me *JOHN W. HEWITT, CHARLENE HEWITT AND RONALD THURBER*, who, being by me first duly sworn, declared that they are the incorporators of *SPURWING HOMEOWNERS' ASSOCIATION, INC.*, that they signed the foregoing document as such incorporators and that the statements therein contained are true.



  
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Notary Public  
Residing at: Kuna  
Commission Expires: 7/31/98