



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

INDIAN CREEK ESTATES PROPERTY OWNERS ASSOCIATION, INC.

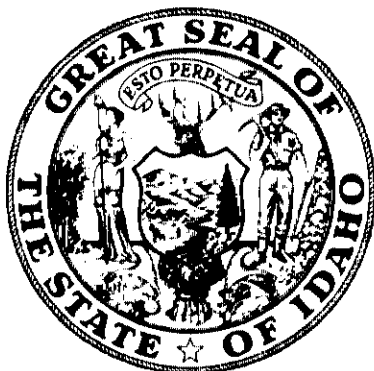
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

INDIAN CREEK ESTATES PROPERTY OWNERS 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 28, 19 86



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

RECORDED
SEC. 17
ARTICLES OF INCORPORATION

OF

INDIAN CREEK ESTATES PROPERTY OWNERS ASSOCIATION, INC.

WE, THE UNDERSIGNED, all being natural persons of full age, legally competent to enter into contracts, and citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a nonprofit corporation under the provisions of Title 30, Chapter 3, Idaho Code, and do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be:

INDIAN CREEK ESTATES PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation, and the name of its initial registered agent at such address are as follows:

3521 Arthur Street, Caldwell, Idaho 83605

Agent: Gary D. Lasher

ARTICLE III - PURPOSES

The nature, objects, purposes, and powers of this corporation are as follows:

A. This corporation is a nonprofit corporation, as such term is defined in §30-305, Idaho Code. It does not contemplate pecuniary gain or profit, and no part of its income shall at any time be distributable to its members, directors, or officers (provided, however, this provision shall not be construed to prohibit the payment of reasonable compensation for services actually rendered for the benefit of the corporation, nor to prohibit the conferring of benefits upon the corporation's Members in conformity with its purposes). It is not intended, however, that this corporation be eligible to qualify for tax-exempt status under the provisions of Section 501(c) of the Internal Revenue Code, as amended from time to time.

B. The objects and purposes of this corporation are to provide for the pleasure, recreation, social benefit, welfare, security, and happiness of its Members, and in connection therewith to purchase, own, use, maintain, and operate such mobile home parks, mobile home sites, and other real estate and personal property as the corporation may from time to time deem necessary or desirable for such purposes.

C. This corporation shall have all of the powers and authority granted by the Idaho Nonprofit Corporation Act and all other powers authorized or permitted to nonprofit corporations by the laws of the State of Idaho, as the same may be in effect from time to time.

ARTICLE IV - MEMBERS

A. This corporation shall have Members, whose authorized number, qualifications, manner of election to membership, rights, privileges, and voting rights shall be as provided in the By-Laws so long as not inconsistent with the following:

1. There shall be two classes of Members. One Member shall be referred to as the "Class B Member", and all other Members shall be referred to as the "Class A Members".

2. Each Class A Member shall, for so long as such Member shall fulfill all of the duties and obligations of Membership, be entitled to the exclusive use and occupancy of one mobile home site situated in a mobile home park owned by the corporation, together with the nonexclusive right to use all of the roadways and other common facilities owned by the corporation within, or in connection with, the mobile home park in which such mobile home site is located.

3. The total number of authorized Memberships at any given time will be equal to the number of fully developed mobile home sites owned by the corporation at such time.

4. All co-owners of one Membership shall collectively constitute, and shall be referred to, as one "Member" of the corporation.

5. Each Class A Member shall be entitled to cast one vote upon all matters to be decided at any membership meeting, and the Class B Member shall be entitled to cast one vote for each developed mobile home site owned by the corporation at the date of such membership meeting which has not been allocated to a Class A Member.

B. Each Class A Member shall be entitled to a Certificate of Membership evidencing each membership owned by such Member. No Certificate of Membership shall be issued unless fully paid for.

C. Meetings of the Members shall be held at such places and times as may be provided in the By-Laws, and may also be held in any manner prescribed or permitted by the corporation laws of the State of Idaho, as amended from time to time. The Members actually present in person or by proxy at any duly called membership meeting shall constitute a quorum, regardless of their number, and may transact any matter of business lawfully permitted to be transacted at a membership meeting of an Idaho nonprofit corporation. Except in the case of a regular annual membership meeting held at the time and place provided in the By-Laws, written notice of each membership meeting shall be given to each Member at the most recent address for such Member shown on the corporation's books and records, and such written notice shall be deposited in the United States Mail, postage fully prepaid, not less than ten (10) nor more than fifty (50) days before the date of the meeting; provided, however, the necessity for such written notice may be waived by the unanimous written consent of all Members.

D. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE V - BOARD OF DIRECTORS

A. The affairs of this corporation shall be managed by a Board of Directors, who need not be residents of the State of Idaho. The By-Laws may require additional qualifications for Directors.

B. The Class B Member shall be entitled to designate one (1) member of the Board of Directors so long as the Class B Member has any voting rights exercisable by it. All other Directors shall be elected at each regular annual membership meeting. The number of Directors to be elected for any year shall be determined by majority vote of the Members at the membership meeting at which Directors are to be elected, but the number of Directors shall not be less than three (3).

C. The initial Board of Directors of the corporation, who shall serve until the first annual election of Directors, shall consist of the following persons, whose addresses are as set forth below:

Gary D. Lasher
3521 Arthur Street, Caldwell, Idaho 83605

Deborah L. Lasher
3521 Arthur Street, Caldwell, Idaho 83605

Alan L. Bendawald
6015 Cleveland Boulevard, Suite C, Caldwell, Idaho 83605

ARTICLE VI - OFFICERS

The officers of this corporation shall be elected by the Board of Directors and shall serve for such terms of office as may be designated by the Board of Directors. The officers of this corporation shall be a president, one or more vice-presidents, a secretary, a treasurer, and any other officers or assistant officers as may be elected or appointed by the Board of Directors. Except for the office of President, more than one office may be held by one person. The time and manner of election of officers, and their respective authority and duties, shall be as set forth in the By-Laws, or as may be determined by resolution of the Board of Directors not inconsistent with the bylaws.

ARTICLE VII - BY-LAWS

The Board of Directors is authorized to adopt, amend, and repeal By-Laws of the corporation, and to provide in such By-Laws for any matter which may lawfully be governed by the By-Laws of a nonprofit corporation under the laws of the State of Idaho. All provisions of the By-Laws relating to the election, qualification, and term of office of Directors may be adopted, amended, and repealed by vote of the Members at any annual membership meeting, or any special membership meeting called for such purpose.

ARTICLE VIII - DURATION

The duration of this corporation shall be perpetual.

ARTICLE IX - DISSOLUTION

A. This corporation shall be dissolved upon the affirmative vote of seventy-five per cent (75%) of the Members present and voting at any membership meeting, provided written notice was given to each Member at such Member's most recent address as shown on the books and records of the corporation, not less than ten (10) days before the date of the meeting, stating that the question of dissolution of the corporation was proposed to be voted upon at such meeting.

B. In event of dissolution of the corporation, all of its property and assets, after payment of all debts and liabilities, shall be distributed to the Members as of the date of dissolution, pro-rata in proportion to the number of votes each Member was entitled to cast at membership meetings as of the date of dissolution. If permitted under applicable subdivision and zoning laws and ordinances in effect at the time of such dissolution, and if there are sufficient assets to permit such distribution, each Class A Member shall upon dissolution of the corporation be entitled to receive distribution of his or her pro-rata share of the corporation's assets in kind, through conveyance to such Member of the fee simple title to the land included in the mobile home site

previously allocated for the exclusive use of such Member, together with an undivided fee simple interest, as a tenant in common with all other Class A Members, in all roadways and other common facilities included in the mobile home park in which such mobile home site is located.

ARTICLE X - DUES AND ASSESSMENTS

Dues and Assessments may be levied upon Members for the purposes specified in the By-Laws, and the same shall be allocated among the Members in the manner set forth in the By-Laws. The time of payment and manner of collection thereof shall be fixed by the Board of Directors from time to time in conformity with the provisions set forth in the By-Laws. If the By-Laws so provide, unpaid dues or assessments may be enforced by forfeiture of Membership.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended by vote of seventy-five per cent (75%) of the Members present and voting at any annual membership meeting, or any special membership meeting called for such purpose.

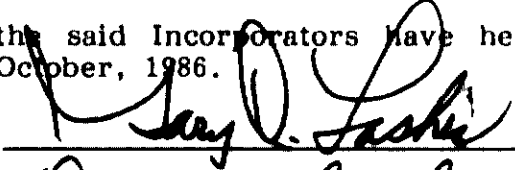

ARTICLE XII - INCORPORATORS

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

Gary D. Lasher
3521 Arthur Street, Caldwell, Idaho 83605

Deborah L. Lasher
3521 Arthur Street, Caldwell, Idaho 83605

IN WITNESS WHEREOF, the said Incorporators have hereunto set their hands on the 23 day of October, 1986.

STATE OF IDAHO)
 CANYON) ss.
COUNTY OF ~~ADA~~ ~~10~~)

On this 23 day of October, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared GARY D. LASHER and DEBORAH L. LASHER, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, on the day and year in this certificate first above written.

Mafine D. Curran
Notary Public for Idaho
Residing at ~~Boise~~, Idaho
Caldwell ~~no~~