

State of Idaho

Department of State

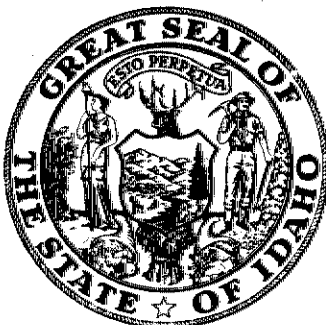
CERTIFICATE OF INCORPORATION OF

BROOKDALE MEADOWS NO. 1 SUBDIVISION HOMEOWNERS
ASSOCIATION, INC.
File Number C 117898

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 the above named corporation, duly signed pursuant to the
provisions of the Idaho Business 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: January 16, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hartley*

**ARTICLES OF INCORPORATION
OF
BROOKDALE MEADOWS NO. 1 SUBDIVISION HOMEOWNERS ASSOCIATION, INC.**

JAN 16 3 32 PM '97

SECRETARY OF STATE
STATE OF IDAHO

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 BROOKDALE MEADOWS NO. 1 SUBDIVISION HOMEOWNERS 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:

Mike Caven
6874 Fairview Avenue
Boise, Idaho 83704

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 Section 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 management, maintenance and operation of the common space lots shown of the Official Plats of Ada County, be commonly known as Brookdale Meadows No. 1 Subdivision drainage system and any present or future irrigation piping

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Articles of Incorporation - 1

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systems for said Brookdale Meadows No. 1 Subdivision, according to the official plats thereof filed in the office of the County Recorder of Ada County, Idaho, in conformity with the requirements of the Declaration of Covenants, Conditions and Restrictions for the said Brookdale Meadows No. 1 Subdivision. The initial subdivision filed for record will be Brookdale Meadows No. 1 Subdivision, with additional property to be annexed to this corporation by filing for record of plats and additional Declaration of Covenants, Conditions and Restrictions referencing this corporation.

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 rights, privileges and voting rights shall be as provided in the bylaws so long as not inconsistent with the following:

1. The record title owners of all or any portion of the lots in Brookdale Meadows No. 1 Subdivision in Ada County, Idaho, according to the official plats thereof filed in the office of the County Recorder of Ada County, Idaho, whose Declaration of Covenants, Conditions and Restrictions reference this corporation, shall automatically be members of this corporation, and membership in this corporation shall be appurtenant to ownership of said real property and shall run with the land thereof.
2. At all meetings of members of this corporation, the maximum number of votes which may be cast shall be the total number of lots showing on the plats of said subdivisions then of record in the Office of the Ada County Recorder, less the common area lots. One (1) vote shall be allocated to each of the lots, except for the common area lots. The vote allocated with respect to each lot shall be cast in the manner determined by a majority in interest of the record title owners of such lot. Fractional votes shall not be permitted.

B. There shall be no certificates of membership, and evidence of ownership of record title of all or any portion of said lots according to the Official Records of Ada County, Idaho, shall constitute proof of membership in this corporation. Membership shall automatically transfer to the transferee of the property concurrently with transfer of a member's record title to all or any portion of the said lots.

C. Meeting of the members shall be held at such places and times as may be provided in the bylaws, and may also be held in any manner prescribed or permitted in the corporation laws of the State of Idaho, as amended from time to time. The presence of members entitled to cast fifty-one (51) percent of the total eligible votes shall be sufficient to constitute a quorum, and such quorum 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 held at the place and time provided in the Bylaws, written notice of each membership meeting held at the time and place provided in the bylaws, 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 of 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 bylaws may required additional qualifications for directors.

B. 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 elected, but the number of directors shall not be less than three (3) unless the number of members at the time of election of directors shall be less than three (3), in which event the number of directors shall be the same as the number of members of the corporation.

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 names and addresses are as set forth below:

Mike Caven
6874 Fairview Avenue
Boise, Idaho 83704

Jerry Caven
6874 Fairview Avenue
Boise, Idaho 83704

Jim Chambers
6874 Fairview Avenue
Boise, Idaho 83704

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 designed 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 authorities and duties, shall be as set forth in the bylaws, or as may be determined by resolution of the board of directors not inconsistent with the bylaws.

ARTICLE VII - BYLAWS

The board of directors is authorized to adopt, amend and repeal bylaws of the corporation, and to provide in such bylaws for any matter which may be lawfully governed by the bylaws of a nonprofit corporation under the laws of the State of Idaho. All provisions of the bylaws 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 VII - DURATION

The duration of this corporation shall be perpetual.

ARTICLE IX - DISSOLUTION

A. This corporation may not be dissolved without the permission of the City of Boise, Idaho. If such permission is obtained, the corporation may be dissolved upon unanimous affirmative vote 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 the 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 meeting as of the date of dissolution; provided, however, each such member receiving any part of the assets of this corporation upon dissolution shall execute and acknowledge an instrument in writing, and shall cause such instrument to be recorded in the office of the County Recorder of Ada County, Idaho, providing that such member, jointly and severally with all other members of the corporation receiving any portion of its assets upon dissolution, assumes and agrees to perform all of the duties and obligations of the "Association," as described in the Declaration of Covenants, Conditions and Restrictions for the said subdivisions. Such agreement must by its terms be binding upon such member and the member's personal representatives, successors and assigns. If, however, a successor entity shall have been formed, or shall otherwise exist, for the purpose of receiving the assets of this corporation upon dissolution, and such assets are actually distributed to such entity, and such successor entity further agrees by written instrument recorded in the Office of the County Recorder of Ada County, Idaho, to assume and perform all of the said duties of the "Association" as described in the Declaration of Covenants, Conditions and Restrictions for said subdivisions, then the net assets of this corporation upon dissolution may be distributed to such successor entity and the members of this corporation shall not be required to individually assume and perform the said duties of the "Association."

ARTICLE X - ASSESSMENTS

Assessments may be levied upon members for the purposes specified in the bylaws, and the same shall be allocated among the members in the manner set forth in the bylaws. 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 bylaws. Unpaid assessments shall constitute a lien upon any portion of the lots in said subdivisions owned by a member whose assessment is unpaid, and such lien upon any portion of the lots of said subdivisions owned by a member whose assessment is unpaid, and such lien may be enforced by a member whose assessment is unpaid, and such lien may be enforced by this corporation in the same manner as provided by law in the State of Idaho for the foreclosure of mortgages upon real property, except that all

assessments are subordinate to the lien of the first mortgage. The failure to pay the assessments does not constitute a default under an insured first mortgage.

ARTICLE XI - AMENDMENT

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

ARTICLE XII - INCORPORATORS

The name and post office address of the incorporator of this corporation is as follows:

Mike Caven
6874 Fairview Avenue
Boise, Idaho 83704

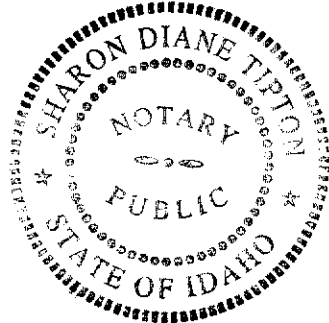
IN WITNESS WHEREOF, the said incorporator has hereunto set his hand this 10th day of January, 1997.



Mike Caven, Incorporator

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On January 10th, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared Mike Caven, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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.




Notary Public for Idaho
Residing at Boise
Commission Expires: 1/9/2000