

# State of Idaho

## Department of State

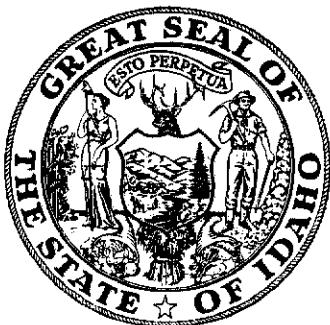
### CERTIFICATE OF INCORPORATION OF

WAKEFIELD MEADOWS HOMEOWNERS ASSOCIATION, INC.  
File number C 116315

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 WAKEFIELD MEADOWS 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: September 4, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Suin Smock*

1 ROBERT L. ALDRIDGE, CHARTERED  
2 Attorney at Law  
3 1209 North Eighth Street  
4 Boise, Idaho 83702-4297  
5 Telephone: (208) 336-9880  
6 Fax: (208) 336-9882  
7 Attorney for Corporation

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SECRETARY OF STATE  
STATE OF IDAHO

8 Articles of Incorporation

9 Of

10 WAKEFIELD MEADOWS HOMEOWNERS ASSOCIATION, INC.

11 KNOW ALL MEN BY THESE PRESENTS, that I, Walter R. Wanner, being of legal age and  
12 a citizen of the United States, for the purpose of forming a body corporate in accordance  
13 with the provisions of the Idaho Non-Profit Corporation Act, §§33-301, et seq., of the  
14 Revised Statutes of the State of Idaho, do hereby make, execute, and acknowledge these  
15 Articles of Incorporation, in writing as follows:

16 ARTICLE I

17 The corporate name of this association shall be Wakefield Meadows Homeowners  
18 Association, Inc.

19 ARTICLE II

20 This association shall be a non-profit corporation. This organization is not organized for  
21 profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

22 ARTICLE III

23 The period of duration of this association shall be perpetual.

24 ARTICLE IV

25 The purposes for which said association is formed are:

26 (a) The following list of purposes shall be the sole and only purposes for which said  
27 association is formed, and these Articles and the following list of purposes ~~shall govern the association~~ the  
28 the limits on the activities of the association, which said association ~~shall not exceed the~~ the 22754

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ARTICLES OF INCORPORATION

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1 power, authority, or ability to operate outside said purposes. Notwithstanding any other  
2 provisions of these Articles, the association shall not carry on any other activities not  
3 permitted to be carried on by an organization exempt from Federal Income Tax under  
4 §501(c)(3) et seq. of the Internal Revenue Code of 1986, as amended, and in particular the  
5 individual code sections hereinafter referenced, if any.

6 (b) The association is constituted so as to attract substantial support from a representative  
7 number of persons and entities in the State and community in which it operates. No  
8 substantial part of the activities of the association shall be the carrying on of propaganda,  
9 or otherwise attempting to influence legislation, and the association shall not participate  
10 in, or intervene in, any political campaign on behalf of any candidate for public office.

11 (c) The purposes for which the association is to be formed are for purposes within the  
12 meaning of §501(c)(3) et seq. of the Internal Revenue Code. To said ends, the association  
13 may cooperate with other associations not created for propaganda purposes to advance  
14 such purposes as are within the foregoing Code sections, to the extent not in conflict with  
15 said Internal Revenue Code sections and attendant law or regulations, including carrying  
16 on of nonpartisan legislative activities to further the above goals. The association may do  
17 everything necessary, suitable, or proper for the accomplishment, attainment, or  
18 furtherance of, or do every other act or thing incidental, appurtenant, growing out of, or  
19 connected with, the purposes, objects, or powers set forth in these Articles, whether alone,  
20 or in association with others, and shall possess all the rights, powers, and privileges now  
21 or hereafter conferred by the laws of Idaho. PROVIDED, HOWEVER, that nothing herein  
22 shall be construed as authorizing the association to possess any purpose, object, or  
23 power, or to do any act or things:

24 1. forbidden by law to a not-for-profit corporation organized under the laws  
25 of the State of Idaho; or,

26 2. which, either expressly or by interpretation or by operation of law, would  
27 prevent it from qualifying and continuing to qualify as a Corporation  
28 described in §§501(c)(3) et seq. of the Internal Revenue Code of 1986, as  
29 amended, nor to engage directly or indirectly in any activity which would  
30 cause the loss of such qualification.

31 d. The incorporator of the association, together with such other persons as said  
32 incorporator may elect, shall comprise the initial Board of Trustees, which said board, by  
33 majority vote, shall administer the above purposes.

34 e. The association may do any and all things necessary and incidental in carrying out the  
35 aforesaid objects, or any of them, and exercise the usual powers of corporate bodies.

- f. The association may sue and be sued, complain and defend in any law or equity.
- g. The association may have and use a corporate seal, which may be altered at pleasure.
- h. The association may elect such officers and appoint such agents as the business of the association shall require and allow them suitable compensation.
- i. The association may make by-laws not inconsistent with the Constitution or laws of the United States and/or of this State, for the management of its property and the regulation and government of its affairs.
- j. The association may wind up and dissolve itself, or be wound up and dissolved in the manner provided by the statutes of this State. Upon the winding-up and dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to a non-profit fund, foundation or association which has established its tax exempt status under §501(c)(3) et. seq. of the Internal Revenue Code.
- k. This association is organized exclusively for purposes within the meaning of §501(c) et. seq. of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the association shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under said section of the Internal Revenue Code.
- l. The association may accept donations from other persons and/or entities in support of the above purposes.
- m. The primary purpose of the corporation shall be to act as a homeowner's association for the residents of Wakefield Meadows Subdivision and to carry out the normal duties of a homeowner's association.

## ARTICLE V

At the time of formation, the affairs of the association shall be under the control of a Board of Directors; and those who shall, as Directors, manage the affairs of the association for the first year, and until their successors are duly elected and qualified, are:

Walter R. Wanner 4225 Riva Ridge Drive, Boise, Idaho 83709  
Steven Powell 1120 Plaza Road, Emmett, Idaho  
Brian Wanner 4225 Riva Ridge Drive, Boise, Idaho

1 At the first annual meeting following the expiration of the one year period for which the  
2 Directors herein designated will serve, and at each annual meeting thereafter, a new Board  
3 of Directors will be elected in accordance with the provisions of the by-laws of the  
4 association and the laws of the State of Idaho. The number of Directors may be modified  
5 by amendment of the by-laws of this association.

6 ARTICLE VI

7 This association shall have no capital stock. Membership in the association shall be  
8 evidenced by certificates, as further provided in the by-laws of the association.

9 ARTICLE VII

10 Membership in this association shall not be transferable except upon the approval of the  
11 Board of Directors. The above provision shall be recited in all certificates of membership  
12 issued.

13 ARTICLE VIII

14 These Articles may be amended as provided for by the Idaho Non-Profit Corporation Act,  
15 Idaho Code §§30-301, et seq.

16 ARTICLE IX

17 The by-laws of the association for the management of its affairs shall be adopted by the  
18 Directors of said association, and said Directors will be empowered to amend or repeal  
19 said by-laws in accordance with the provisions thereof.

20 ARTICLE X

21 Voting shall be allowed on the basis of one vote per member, with cumulative voting  
22 allowed.

23 ARTICLE XI

24 In the event of the liquidation or dissolution of the association, the assets of the  
25 association, after the payment of all debts and obligations shall be donated to another non-  
26 profit organization with similar objectives, operating in Idaho, or if none, operating in as  
27 close a proximity to Idaho as possible, as more particularly described and limited in Article  
28 IV(j) hereof.

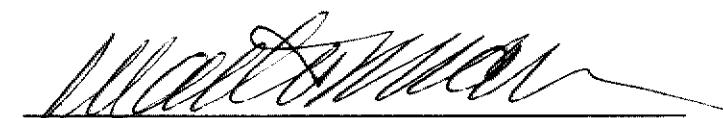
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2        ARTICLE XII

3        The initial registered agent for this corporation is Walter R. Wanner, 4225 Riva Ridge Dr.,  
4        Boise, Idaho 83709.

5        IN WITNESS WHEREOF, the incorporator does hereby make, sign, and acknowledge  
6        these Articles of Incorporation this August 11, 1995.

7  
8          
9        Walter R. Wanner

10        THE UNDERSIGNED hereby certifies that he is an officer and director of Wakefield  
11        Meadows Homeowners Association, INC. and that the above Articles of Incorporation were  
12        duly adopted by the Corporation and the Board of Directors at a meeting thereof, by  
13        unanimous consent.

14          
15        Walter R. Wanner  
16          
17        Steven Powell  
18          
19        Brian Wanner