

# State of Idaho

## Department of State

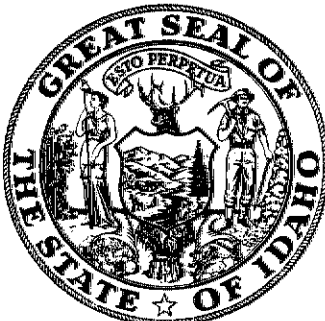
### CERTIFICATE OF INCORPORATION OF

THE GATEWOOD HOMEOWNER'S ASSOCIATION, INC  
File number C 114535

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 GATEWOOD HOMEOWNER'S 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: April 10, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

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ARTICLES OF INCORPORATION

FOR

SECRETARY OF STATE  
OFFICE OF THE SECRETARY OF STATE

THE GATEWOOD HOMEOWNER'S ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned has this day voluntarily decided to form a non-profit Corporation under the laws of the State of Idaho, and I hereby certify, declare and adopt the following Articles of Incorporation:

I

The name of this Corporation shall be The Gatewood Homeowner's Association, Inc.

II

The period of duration for The Gatewood Homeowner's Association, Inc. shall be perpetual.

III

That the location and post office address of the initial registered office of this Corporation in the State of Idaho, and its initial registered agent shall be as follows:

Richard B. Colwell  
3496 Ashbury Way  
Boise, Idaho 83706

IDAHO SECRETARY OF STATE  
DATE 04/11/1996 0900 53448

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CK #: 841 CUST# 13785

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ARTICLES OF INCORPORATION FOR THE GATEWOOD HOMEOWNER'S ASSOCIATION, INC. --1 1-3461-ART.INC

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#### IV

This association does not contemplate pecuniary gain or profit to the members thereof, and the specific, primary purposes for which it is formed are to provide for the maintenance, preservation and architectural control of residential lots and any common area within that certain tract of property described as:

All of the lots and blocks in Gatewood Addition, a subdivision, according to the official plat thereof on file in the office of the County Recorder of Ada County, State of Idaho;

together with additional residential property and common areas which may be annexed thereto, and to promote the health, safety and welfare of the residents within the above-described property and any additions or annexations thereto as may hereafter be brought within the jurisdiction of this association for this purpose.

In furtherance of this purpose, THE GATEWOOD HOMEOWNER'S ASSOCIATION, INC., hereinafter called "Association," shall have the power to:

(a) Perform all the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded in the office of the County Recorder of Ada County, Idaho, and that Declaration of Covenants, Conditions and Restrictions which may be applicable to additional or annexed property, which Declaration of Covenants, Conditions and Restrictions will hereinafter be filed with reference to the

additional and/or annexed property.

(b) Fix, levy, collect and enforce payment by any lawful means of all the charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and 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;

(c) 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;

(d) Borrow money, only with the assent (by vote of written consent) of two-thirds (2/3) or more of all voting members, mortgage, pledge, deed of trust or hypothecate any or all of its real or personal property as security for money borrowed or debt incurred;

(e) Dedicate, sell or transfer all or any part of the common area to any public agency, authority or utility for such purpose and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) or more of all voting members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, provided that any merger, consolidation or such annexation shall have the assent by vote of two-third (2/3) or more of all voting members or by written consent of two-thirds (2/3) or more of all voting members;

(g) To have and to exercise any and all powers, rights and privileges which a corporation organized under the general nonprofit corporation laws of the State of Idaho by law may now or hereafter have or exercise and are not inconsistent with the laws of the State of Idaho with reference to nonprofit corporations;

(h) The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration shall not be held to limit or restrict in any manner the power of this Association.

## V

Every person or entity who is a record owner of a fee or an undivided fee interest, or a contract purchaser of a fee, in any lot which is subject by the covenants of record to assessments by the Association shall be 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 assessment by the Association.

## VI

VOTING RIGHTS. The Association shall have one class of voting membership:

Class A: Class A members shall be all owners and shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in any lot, all such persons shall be members. The voting for such lots shall be exercised as they among themselves determine, but in no event shall more than (1) vote be cast with respect to any lot.

## VII

BOARD OF DIRECTORS: The affairs of this Association shall be managed by a board of directors of not more than nine (9) or less than three (3) persons, who must be members of the Association. The number of directors for the initial organization shall be three (3), but this number may be changed by the amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of the board of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Richard B. Colwell	3496 Ashbury Way, Boise, Idaho 83706
Jayson Fisher	3515 Columbine Avenue, Boise, Idaho 83713
S. S. Williamson	1940 Manitou, Boise, Idaho 83706

At the first annual meeting of the members, two (2) members shall be elected for a term of two (2) years and one (1) for a term of one (1) year; at each annual meeting thereafter, the members

shall elect sufficient directors to fill the directorship of this Association, and each director shall be selected for a term of three (3) years.

#### VIII

Upon dissolution of the Association, the assets of the Association shall be distributed to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event that such a distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization organized and operated for such similar purposes.

#### IX

AMENDMENTS: Amendments of these Articles shall require the assent (by vote or written consent) of the members representing two-thirds (2/3) or more of the voting power.

IN WITNESS WHEREOF, I have hereunto set my hand for the purpose of forming this Corporation under the laws of the State of Idaho this 10<sup>th</sup> day of April, 1996.



RICHARD B. COLWELL

STATE OF IDAHO

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ss.

County of Ada

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On this 10<sup>th</sup> day of April, 1996, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard Colwell, known to me to be the person who signed the within and foregoing and acknowledged to me that he 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 Boise

My commission expires: 4-16-02