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**ARTICLES OF INCORPORATION OF  
HEREFORD PLACE HOMEOWNERS ASSOCIATION, INC.**

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**A NONPROFIT CORPORATION**

SECRETARY OF STATE  
STATE OF IDAHO

In compliance with the requirements of Title 30, Chapter 3, Idaho Code, the undersigned, all of whom are residents of Ada County, State of Idaho, and all of whom are of majority age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I**

The corporate name of the corporation shall be Hereford Place Homeowners Association, Inc., hereinafter called the "Association".

**ARTICLE II**

This corporation shall be a nonprofit corporation. The principal office of the Association is located at 3911 W. Houseland Court, Eagle, Idaho 83616.

**ARTICLE III**

Merrily Munther of Penland Munther Goodrum, Chartered, 1161 W. River Street Suite 260, Boise, Idaho, 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. The purposes of the Association are to provide for the maintenance, preservation and aesthetic enhancement of the townhouses within that certain tract of property described as:

Lots 1 through 6, inclusive, Block 1 and Lots 3 through 7, inclusive, Block 2, Hereford Place Subdivision, according to the official plat thereof on file in the office of the County Recorder of Ada County, State of Idaho, in Book 82 of Plats at Pages 8999-9000, a resubdivision of a portion of Lot 10, 22 Park Addition to Boise, located in the NW ¼ of the SW ¼ of Section 23, Township 3 North, Range 2 East of the Boise Meridian, Ada County, Idaho and such additions thereto as may hereafter be brought within the jurisdiction of the Association and to promote the health, safety and welfare of the residents within the above described property and any additions. The Association shall be empowered to:

(a) Exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Hereford Place Subdivision, hereinafter called the "Declaration," applicable to the property and recorded in the office of the County Recorder of Ada County, Idaho, Instrument No. 102013275 and as the same may be amended from time to time, provided, said Declaration being incorporated herein as though set forth in full;

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(b) Fix, levy, collect and enforce payment by any lawful means all 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; unpaid assessments shall constitute a lien upon the property against which the assessment has been levied;

(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 and, with the assent of a majority of each class of members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

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

(f) Have the exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act of the State of Idaho by law may now or hereafter have or exercise.

## **ARTICLE V MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the Declaration, including contract sellers (the "Owners"), shall be a member of the Association. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

## **ARTICLE VI VOTING RIGHTS**

A. General. The Association shall have two (2) classes of voting membership, as follows:

Class A. Class A members shall be all Owners, with the exception of the Declarant (as "Declarant" is defined in the Declaration) 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 vote for such Lot shall be exercised as they determined, 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 the Declarant (as defined in the Declaration) and shall be entitled to three (3) votes for each Lot owned. Class B membership shall cease and be automatically converted to Class A membership (one Class A membership for each Lot owned) upon the happening of either of the following events, whichever occurs later:

(a) When the total votes outstanding in the Class A memberships equal the total votes outstanding in the Class B membership; or

(b) On January 1, 2010.

## **ARTICLE VII BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of three directors until the first annual meeting of the members. Directors need not be members of the Association. The number of directors may be changed by provision of the Bylaws 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 are:

Name	Address
Cathy Patterson	3911 W. Houseland Court Eagle, Idaho 83616
Joel Griffin	3911 W. Houseland Court Eagle, Idaho 83616
Morgan Griffin	2710 Wymer Boise, Idaho 83705

At the first annual meeting the members shall elect one director for a term of one (1) year, one director for a term of two (2) years and one director for a term of three (3) years. At each annual meeting thereafter the members shall elect directors to replace those whose terms have expired, and each director so elected shall be elected for a term of three (3) years.

## **ARTICLE VIII DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than one hundred percent (100%) of each class of members. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as

shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the Fourth Judicial District of the State of Idaho, in and for the Ada County, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IX NONPROFIT LIMITATIONS**

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation except from federal income tax under section 501 (c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE X DURATION**

The Corporation shall exist perpetually.

#### **ARTICLE XI HUD/VA APPROVAL**

So long as there shall be a Class B membership, HUD/VA must approve the annexation of additional properties, mergers and consolidations, dissolution and amendment of the Articles of Incorporation.

#### **ARTICLE XII AMENDMENTS**

Amendment of these Articles shall require the affirmative vote of two-thirds (2/3) of the entire membership.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Idaho, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 16 day of February, 2005.

  
Cathy Patterson

STATE OF IDAHO   )  
                                  )ss.  
County of Ada       )

On this 16<sup>th</sup> day of February, 2005, before me, the undersigned, a Notary Public in and for said state, personally appeared Cathy Patterson, known or identified to me to be the Incorporator of the corporation who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation who executed the instrument, or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation 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.



D. Mundy D. Muntter  
Notary Public  
Residing at Baile  
My Commission expires: 8/29/06