



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

WILLOWBROOK HOMEOWNERS ASSOCIATION, INC.

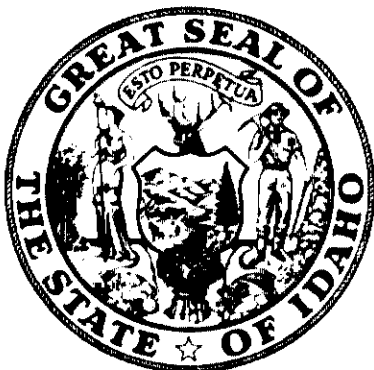
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

WILLOWBROOK 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 November 27, 19 84



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

94 NOV 27 PM 3 34

ARTICLES OF INCORPORATION

SECRETARY OF
STATE

OF

WILLOWBROOK HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME.

The name of this corporation shall be WILLOWBROOK HOMEOWNERS ASSOCIATION, INC. This corporation is a nonprofit corporation.

ARTICLE 2. DURATION.

The duration of this corporation shall be perpetual.

ARTICLE 3. PURPOSES AND POWERS.

The purposes for which the corporation is organized are to provide an entity for the maintenance, preservation and control of the common areas within Willowbrook Estates No. 1 Subdivision, a residential subdivision in Boise, Ada County, Idaho; to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and any other activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. Without limiting the foregoing, it is expressly provided hereby that:

- (a) The corporation shall exercise all of the powers and privileges and perform all of the duties and obligations of the corporation as set forth in the Declaration of Covenants, Conditions and Restrictions (hereinafter "Declaration") applicable to the property and recorded or to be recorded in the Office of the Ada County Recorder, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set out at length.
- (b) The corporation shall fix, levy, collect and enforce payment by any lawful means, all charges or assessments, periodic or special, authorized to be made under the Declaration.

ARTICLE 4. MEMBERSHIP.

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the corporation, including contract sellers, shall be a member of the corporation.

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 corporation.

ARTICLE 5. VOTING RIGHTS.

The corporation shall have two classes of voting membership:

CLASS A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot. Fractional votes shall not be allowed. The vote applicable to any said lot being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise.

CLASS B. Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) On December 31, 1987.

ARTICLE 6. REGISTERED OFFICE AND AGENT.

The address of the initial registered office of this corporation is 4774 Chinden Boulevard, Boise, Idaho 83704, and the name of its initial registered agent at such address is Richard M. Phillips.

ARTICLE 7. DIRECTORS.

The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify, or unless they resign or are removed, are:

Richard M. Phillips

4774 Chinden Boulevard
Boise, ID 83704

Steven D. Tomkinson

4774 Chinden Boulevard
Boise, ID 83704

Phillip L. Keene

4774 Chinden Boulevard
Boise, ID 83704

ARTICLE 8. INCORPORATOR.

The name and address of the incorporator are as follows:

Richard M. Phillips
4774 Chinden Boulevard
Boise, ID 83704

ARTICLE 9. AMENDMENT OF ARTICLES AND BYLAWS.

The power to adopt, amend or repeal the articles of incorporation and bylaws of this corporation is subject to any limitations which may be set forth in the Declaration.

ARTICLE 10. DISSOLUTION.

Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be distributed among the members of the corporation in accordance with the Declaration and the Idaho Nonprofit Corporation Act.

EXECUTED In duplicate this 21 day of Nov, 1984, by the undersigned incorporator.


Richard M. Phillips