



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

#### EAGLE RANCH NO. 4-A TOWNHOUSE ASSOCIATION, INC.

was filed in the office of the Secretary of State on the 28th day  
of June A. D. One Thousand Nine Hundred Seventy-nine and  
is duly recorded on Film No. \_\_\_\_\_ of Record of Domestic Corporations, of the State  
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and  
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their ~~associates~~ <sup>perpetual</sup> and  
~~successors~~ <sup>existence</sup> are hereby constituted a corporation, by the name hereinbefore stated, for

Boise, Idaho from the date hereof, with its registered office in this State located at  
Ada  
in the County of \_\_\_\_\_

and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-  
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. 28th ~~Done~~ at Boise City, the June Capital of Idaho,  
this 79 day of  
A.D., 19 .

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
EAGLE RANCH NO. 4-A  
TOWNHOUSE ASSOCIATION, INC.

RECEIVED  
JUN 28 PM 4  
SECRETARY  
STATE

In compliance with the requirements of Idaho Code,  
Section Ch 10, the undersigned, all of whom are residents  
of Ada County, State of Idaho, and all of whom are of full 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 name of the corporation is EAGLE RANCH NO. 4-A  
TOWNHOUSE ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at  
2800 Fairview, Boise, Idaho.

ARTICLE III

Jon Barnes, whose address is 2800 Fairview, Boise, Idaho,  
is hereby appointed the initial registered Agent of the Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or  
profit to the members thereof, and the specific purposes for which  
it is formed are to provide for maintenance, preservation and  
architectural control of the residence Lots and Common Area within  
that certain tract of property described as:

Lots 33, 33A, 33B, 33C, 33D, 33E, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, and 58 of Block 2, Eagle Ranch Subdivision No. 4-A;

Any lots resulting from the subdivision of that property currently designated as "Units" A, B, C, D, and E in Block 2 of the recorded plat of Eagle Ranch Subdivision No. 4-A; or any lots designated on any amendment to the recorded plat of Eagle Ranch Subdivision No. 4-A which shall replace said Units;

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. And for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions of Eagle Ranch No. 4-A Townhouse Lots, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Ada County Recorder and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(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;

(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 two-thirds (2/3) 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) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members and their respective mortgagee 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 such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law 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 Townhouse Lot which is subject by covenants of record to assessment by the Association, including contract sellers, 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.

ARTICLE VI  
VOTING RIGHTS

The Association 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.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), 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 earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership or
- (b) on January 1, 1985.

In all elections for Directors or managers of incorporated companies, every shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him for as many persons as there are Directors or managers to be elected or to cumulate said shares and give one (1) candidate as many votes as the number of Directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principle among as many candidates as he shall think fit; and such Directors shall not be elected in any other manner.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members 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:

Jon Barnes  
2800 Fairview  
Boise, Idaho

Shirley M. Link  
2800 Fairview  
Boise, Idaho

William Knickrehm  
2800 Fairview  
Boise, Idaho

At the first annual meeting the members shall elect one Director for a term of one year, and two Directors for a term of two years; and at each annual meeting thereafter the members shall elect such Directors as whose term has elapsed.

## ARTICLE VIII

### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

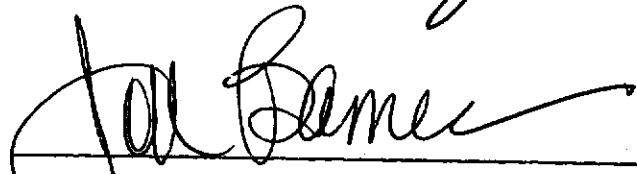


Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XI

SEVERABILITY

Invalidation of any one of these articles or sections of articles by judgment or court order shall in no way affect any other provisions which shall remain in full force and effect.


IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 25 day of June, 1979.

  
\_\_\_\_\_  
  
\_\_\_\_\_  
  
\_\_\_\_\_

STATE OF IDAHO, )  
 ) ss.  
County of Ada. )

On this 25<sup>TH</sup> day of June, 1979, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared Jon Barnes, Shirley M. Link and William Quickman, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho