



Department of State.

CERTIFICATE OF INCORPORATION OF

PAYETTE RIVER SOUTH FORK RANCH 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 _____

PAYETTE RIVER SOUTH FORK RANCH 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 October 13, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Elisabeth M. Zabala
Corporation Clerk

ARTICLES OF INCORPORATION

OF

PAYETTE RIVER

SOUTH FORK RANCH HOMEOWNERS ASSOCIATION, INC.

RECEIVED
SECRETARY

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In compliance with the requirements of the law of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly Title 30, Chapter 3, Idaho Code, the undersigned persons, being of full age and residents of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, do hereby as incorporators, adopt the following Articles of Incorporation and certify:

ARTICLE I

NAME

The name of the corporation is PAYETTE RIVER SOUTH FORK RANCH HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

NONPROFIT CORPORATION

This Association is a nonprofit corporation.

ARTICLE III

DURATION

The duration of this Association shall be perpetual.

ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

This Association shall be a nonprofit membership corporation. The purpose of the Association shall be to provide for the maintenance, preservation and control of certain improvements within the properties owned by members of the Association located in Boise County, Idaho, and to promote the recreation, health, safety and welfare of the members thereof, and for this purpose to:

a. Exercise all 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, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the County Recorder of Boise County, Idaho at Idaho City, Idaho 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, sell, improve, build upon, operate, maintain, convey, 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, mortgage, pledge, deed of trust, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred, subject to those restrictions contained in the Declaration and any amendments thereto;

e. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property subject to those restrictions contained in the Declaration and any amendments thereto; and

f. Have and to exercise any and all powers and rights and privileges which a corporation organized under the laws for general nonprofit corporations in the State of Idaho by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person(s) or entity who is a record owner(s) of Lot A, B, C, G, and I, and Parcel E and F, as shown on the Record of Survey for Jim Goller, dated 1981, revised June 23, 1983, on file in the Court House in Boise County, Idaho City, Idaho and lying within the boundaries of Government lots 11 and 12, Section 6, T 8 N, R 5 E, B.M., and the W 1/2 of the NE 1/4 and the NW 1/4 of the SE 1/4 of Section 7, T 8 N, R 5 E, B.M., Boise County, Idaho shall be a member of the Association. Membership shall be appurtenant to and shall not be separated from the ownership of any lot or parcel which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

Each member of the Association shall be entitled to vote for the lot or parcel in which they hold an interest required for membership in accordance with the Declaration of Covenants, Conditions and Restrictions filed with the Boise County Recorder.

ARTICLE VII

CORPORATION ADDRESS

The address of the initial registered office of the

Association shall be HC 76, Box 2820, Garden Valley, Idaho 83622.
The name of the initial registered agent shall be James A. Goller, whose address is HC 76, Box 2820, Garden Valley, Idaho 83622.

ARTICLE VIII

BOARD OF DIRECTORS

The initial Board of Directors shall be comprised of three (3) members, who need not be members of the Association. These Directors are:

James A. Goller, HC 76, Box 2820, Garden Valley, Idaho 83622,
Wilbur E. Goller, HC 76, Box 2823, Garden Valley, Idaho 83622,
Hugh E. Wallace, 1199 W. El Pelar Dr., Boise, Idaho 83702.

ARTICLE IX

INCORPORATORS

The name and address of the incorporators are:

James A. Goller, HC 76, Box 2820, Garden Valley, Idaho 83622,
Wilbur E. Goller, HC 76, Box 2823, Garden Valley, Idaho 83622,
Hugh E. Wallace, 1199 W. El Pelar Dr. , Boise, Idaho 83702.

ARTICLE X

AMENDMENT OF ARTICLES


Amendments to these Articles of Incorporation shall require the assent of those members casting two-thirds (2/3) of the votes of the Association at any regular members' meeting or a special meeting called specifically for that purpose.

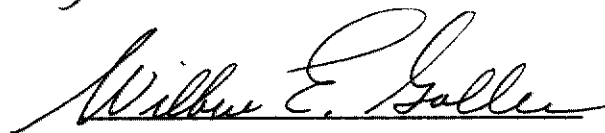
ARTICLE XI


DISSOLUTION

If the Association is dissolved, the assets of the Association shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

IN WITNESS WHEREOF, For the purpose of forming this Association under the laws of the State of Idaho, We, the undersigned incorporators of this Association, have executed these Articles of Incorporation this 12th day of October, 1989.


James A. Goller


Wilbur E. Goller


Hugh E. Wallace