

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

INDIGO PARK HOMEOWNER'S ASSOCIATION, INC.

File number C 112013

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 INDIGO PARK 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: September 12, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Meryl Debus*

SEP 12 4 17 PM '95

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE

STATE OF IDAHO

INDIGO PARK HOMEOWNER'S ASSOCIATION, INC.

IDAHO SECRETARY OF STATE

9/12/95 9:00:00 AM

Customer # 1117

IV0560813356 16384

CORPORATION NON PROFIT

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The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation:

I.

The name of the Corporation is Indigo Park Homeowner's Association, Inc.

II.

The Corporation is a nonprofit corporation.

III.

The period of duration of the Corporation is perpetual.

IV.

The address of the initial registered office of this Corporation in the state of Idaho shall be 2380 Middleburg Drive, Boise, Idaho 83709, and the name of the initial registered agent at that address shall be Dan Elser.

V.

The purposes for which this Corporation is organized and will be operated are as follows:

A. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

VI.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its member, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and property acquired and to make payments and distributions in furtherance of the purposes set forth in Article V. hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(12) of the Internal Revenue Code of 1986, as amended from time to time.

VII.

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles and the Bylaws of the Corporation grant the Board of Directors of the Corporation.

VIII.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected in the manner and for the term provided in the Bylaws of the Corporation.

The names and addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Dan Elser	2380 Middleburg Drive Boise, ID 83709
Brian Gimmel	P. O. Box 190360 Boise, ID 83719

IX.

Assessments, dues, fees, and charges may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership, and some members or classes of membership may be made exempt from such assessments, dues, fees, and charges. The Board of Directors is authorized to establish a procedure for the fixing of assessments, dues, fees, and charges from time to time, and to make them payable at such times or

intervals, and upon such notice, and by such methods as may be prescribed. Membership certificates shall be issued to members to evidence their ownership interests.

X.

Upon dissolution of the Corporation, the Board of Directors shall after paying or making provisions for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(12) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes, or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

XI.

To the fullest extent permitted by law, this Corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the Corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the Corporation or its members for monetary damages for breach of fiduciary duty except: For any breach of the director's duty of loyalty to the Corporation or its members; for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or for any transaction from which the director derives an improper personal benefit.

XII.

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Brian Gimmel	P. O. Box 190360 Boise, ID 83719

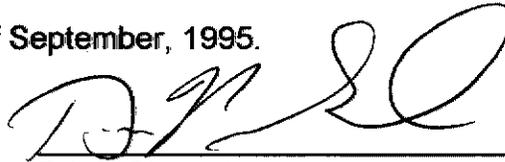
XIII.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

XIV.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors. Neither these Articles nor the Bylaws of the corporation shall be amended or otherwise changed or interpreted to be inconsistent with the Indigo Park Subdivision Homeowner's Association Declaration.

DATED this 11 day of September, 1995.



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Brian Gimmel

BHB/55409