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State of Idaho

Department of State

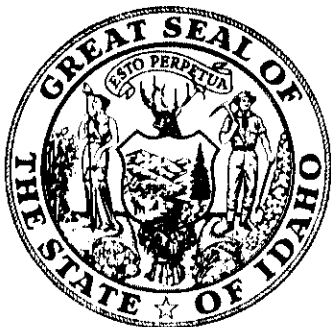
CERTIFICATE OF INCORPORATION OF

WOODBURY ESTATES SUBDIVISION 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 WOODBURY ESTATES SUBDIVISION 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: April 1, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sibel*

ARTICLE OF INCORPORATION OF

WOODBURY ESTATES SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

SECRETARY OF STATE

I, the undersigned, being a natural person of full age, legally competent to enter into contracts, and a citizen of the United States of America, do hereby voluntarily adopt the following Articles of Incorporation for the purpose of forming a nonprofit corporation under the provisions of Title 30, Chapter 3, Idaho Code:

Article One: Name

The name of this corporation shall be:

WOODBURY ESTATES SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

Article Two: Nonprofit Designation

The corporation formed by these Articles shall be a non-profit corporation, as such term is defined in Idaho Code §30-305.

Article Three: Duration

This corporation shall have perpetual duration.

Article Four: Purposes

The nature, objects, purposes, and powers of this corporation are as follows:

A. This corporation does not contemplate any pecuniary gain or profit, and no part of its income shall at any time be distributable to its members, directors, or officers, provided, however, that this provision shall not be construed to prohibit the payment of reasonable compensation for services actually rendered for the benefit of the corporation, nor to prohibit the conferring of benefits upon the corporation's members in conformity with the purposes expressed in these Articles. It is not intended, however, that this corporation be eligible to qualify for tax-exempt status under the provisions of Section 501(c) of the Internal Revenue Code, as amended from time to time.

B. The main purpose of this corporation is to provide for the ownership, management, and maintenance of a parcel of real property in Ada County, Idaho, known as the landscape easement on ACHD right-of-way between the end of the pavement on the southside of Dawn Drive and the Settlers Canal according to the official Plat thereof, Records of Ada County, Idaho. An additional purpose of this corporation is to provide for the maintenance and management of a non-pressure water ditch system crossing the subdivision. The corporation shall have the rights set forth herein, as well as incidental rights under Idaho law and as more fully described in the Code of By-Laws for this corporation and the Declaration of Covenants, Conditions and Restrictions for Woodbury Estates Subdivision as amended and recorded in the Records of Ada County, Idaho.

C. The Woodbury Estates Homeowners Association shall pay for the power and maintenance of the street lights until Boise City annexes the subdivision and takes over this responsibility.

Article Five: Members

A. **Members:** The record title owners of every lot in Woodbury Estates Subdivision of Ada County, Idaho. This membership in the corporation shall be appurtenant to ownership of the real property and shall run with the land as part of title.

B. At all meetings of members of this corporation, the maximum number of votes which may be cast shall be twenty (20) one (1) vote shall be allocated to each owner of each lot in Woodbury Estates Subdivision. Votes cast shall be by the record owner of the lot, or his proxy, and the majority of those votes cast after a quorum is had shall control unless the issue presented specifically requires a greater (than majority) vote according to these Articles, the Code of By-Laws, and/or the Covenants, Conditions and Restrictions for the Woodbury Estates Subdivision. In that case, the specified percentage of votes for a specific action sought must be obtained.

C. There shall be no certificates of membership, and evidence of ownership of record title of all or any portion of said lots in Woodbury Estates Subdivision, according to the Official Records of Ada County, Idaho, shall constitute proof of membership in this corporation. Membership shall automatically transfer to the transferee of the property concurrently with transfer of a member's record title to all or any portion of the said lots of Woodbury Estates Subdivision.

D. Meetings of the members shall be held at such places and times as may be provided in the By-Laws, and may also be held in any manner prescribed or permitted by the corporation laws of the State of Idaho, as amended from time to time. The presence of members entitled to cast twelve (12) votes at a meeting shall be sufficient to constitute a quorum, and such quorum may transact any matter of business lawfully permitted to be transacted at a membership meeting of an Idaho nonprofit corporation. Except in the case of a regular annual membership meeting held at the place and time provided in the by-laws, written notice of each membership meeting shall

be given to each member at the most recent address for such member shown on the corporation's books and records, and such written notice shall be deposited in the United States Mail, postage fully prepaid, not less than ten (10) days nor more than fifty (50) days before the date of the meeting; provided, however, the necessity for such written notice may be waived by the unanimous written consent of all members.

E. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation. Repairs for damages may be authorized and paid for by lot owners by proper assessment process. Additionally, neither directors nor officers shall be personally liable for the debts, liabilities, or obligations of the corporation.

Article Six: Board of Directors

A. The affairs of this corporation shall be managed by a Board of Directors who need not be residents of the State of Idaho. The by-laws may require additional qualifications for directors.

B. The number of directors for any given year shall be three (3) directors elected for that period of time until all lots of the Woodbury Estates Subdivision are sold for the first time. Thereafter, directors shall be elected for annual terms of service.

Article Seven: Officers

The officers of this corporation shall be elected by the Board of Directors and shall serve for such terms of office as may be designated by the Board of Directors. The officers of this corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and any other officers or assistant officers as may be elected or appointed by the Board of Directors. Except for the office of president, more than one office may be held by one person. The time and manner of election of officers, and their respective authority and duties, shall be as set forth in the by-laws or as may be determined by resolution of the Board of Directors not inconsistent with the by-laws.

Article Eight: By-Laws

The Board of Directors is authorized to adopt, amend, and repeal by-laws of the corporation, and to provide in such by-laws for any matter which may lawfully be governed by the by-laws of a nonprofit corporation under the laws of the State of Idaho. All provisions of the by-laws relating to the election, qualification, and term of office of directors may be adopted, amended, and repealed by vote of the members at any annual membership meeting or at any special membership meeting called for such purpose.

Article Nine: Dissolution

A. This corporation may not be dissolved without the permission of the Ada County Highway District and of the City of Boise, Idaho. If such permission is obtained the corporation may be dissolved upon unanimous affirmative vote of the members present and voting at any membership meeting, provided written notice was given to each member, at such member's most recent address as shown on the books and records of the corporation, not less than ten (10) days before the date of the meeting, stating that the question of dissolution of the corporation was proposed to be voted upon at such meeting.

B. In the event of dissolution of the corporation, all processes required by Idaho law shall be followed but, to the extent not otherwise disallowed by law.

Article Ten: Assessments

Assessments may be levied upon members for the purposes specified in the by-laws, and the same shall be allocated among the members in the manner set forth in the by-laws. The time of payment and manner of collection thereof shall be fixed by the Board of Directors from time to time in conformity with the provisions set forth in the by-laws. Unpaid assessments shall constitute a lien upon any portion of the lots in Woodbury Estates Subdivision owned by a member whose assessment is unpaid, and such lien may be enforced by this corporation in the same manner as provided by law in the State of Idaho for the foreclosure of mortgages upon real property, except that all assessments are subordinated to the lien of the first mortgage. The failure to pay the assessments does not constitute a default under an insured first mortgage.

Article Eleven: Amendment

These Articles of Incorporation may be amended by vote of seventy-five (75%) per cent of interest of the members present and voting at any annual membership meeting or at any special membership meeting called for such purpose.

Article Twelve: Registered Agent and Office

The initial registered agent of this corporation is H. Craig Van Engelen, whose street address is 4720 Emerald, Suite 116, Boise, Idaho 83706.

Article Thirteen: Initial Directors

The initial directors shall be:

- (a) H. Craig Van Engelen, whose address is 4720 Emerald, Suite 116, Boise, Idaho 83706;
- (b) Rich Roe, whose address is in care of Holland Realty, 4720 Emerald, Boise, Idaho 83706, and
- (c) Dean Van Engelen, whose address is 4720 Emerald, Suite 116, Boise, Idaho 83706.

Article Fourteen: Incorporator

The name and street address of the incorporator of this corporation are as follows:

H. Craig Van Engelen
4720 Emerald Street, Suite 116
Boise, Idaho 83706

IN WITNESS WHEREOF, the said incorporator has executed these Articles of Incorporation this 1 day of 4th, 1994.



H. CRAIG VAN ENGELEN

STATE OF IDAHO,

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: ss.

County of Ada

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On this 4th day of April, 1994, before me, the undersigned, a notary public in and for said state, personally appeared H. Craig Van Engelen, known to me to be the person whose name is subscribed to this instrument, and acknowledged to me that he executed 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.



Tina Armstrong

Notary Public for Idaho

Residing at: Boise, ID

My Commission Expires: 03/02/99