



CERTIFICATE OF INCORPORATION
OF

EMERALD PARK TOWNHOME ASSOCIATION, INC.

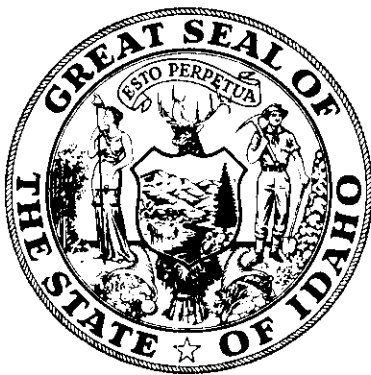
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

EMERALD PARK TOWNHOME 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 January 9, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

'85 JAN 9 PM 4 44

'94 DEC 18 PM 4 32

ARTICLES OF INCORPORATION

SECRETARY OF
STATE

OF

SECRETARY OF
STATE

EMERALD PARK TOWNHOME ASSOCIATION, INC.

In compliance with the requirements of the laws of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly Title 30, Chapter 10, Idaho Code, the undersigned natural persons, each of whom are of legal 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:

I.

The name of the corporation is EMERALD PARK TOWNHOME ASSOCIATION, INC., hereinafter called the "Association".

II.

The registered agent is Greg Conner and the registered and principal office of the Association is located at 7127 Cascade Drive, Boise, Idaho.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

The purpose of this Association shall be to provide for maintenance, preservation and control of the Common Area and Common Area improvements, and improvements on private lots located within Emerald Park Townhomes, a Planned Unit Development, located in Ada County, Idaho and any additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation as provided in the Declaration of Covenants, Conditions, Restrictions and Easements for Emerald Park Townhomes and to promote the recreation, health, safety and welfare of the members hereof, and for this purpose to:

(a) To acquire and own real and personal property and any interest or rights therein or appurtenant thereto as may be incidental to the purposes of the Association;

(b) To act on behalf of its members, collectively, as their governing body for civic functions and purposes, with respect to the preservation, care, maintenance,

replacement, improvement, enhancement, operation and administration of both real and personal property for the promotion of the health, safety and welfare, and the common use and enjoyment thereof by members of the Association, all on a not-for-profit basis and all as more fully set forth in the Declaration of Covenants, Conditions, Restrictions, and Easements for Emerald Park Townhome Association applicable to the property and recorded or to be recorded in the office of the County Recorder of Ada County, 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;

(c) 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;

(d) To 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;

(e) To 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 insured;

(f) To 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 three-fourths (3/4) of each class of members, agreeing to such dedication, sale or transfer;

(g) To 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;

(h) To have to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE IV

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 Association, including contract sellers, shall be a member of the Association. Subject to Article V hereof, each member shall have equal property rights and interest in the Association and Association properties. 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. Members shall be issued membership certificates.

ARTICLE V

VOTING RIGHTS

The Association shall have two (2) 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 (1) vote for each Lot owned. When more than one (1) person holds an interest in an 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 (1) 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. 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 December 31, 1987.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of at least three (3) but no more than five (5) Directors, who need not be members of the Association, at meetings duly held pursuant to the By-laws and at which a quorum is present in person or by proxy. A quorum shall consist of a majority of the Directors. The Board by majority vote, may remove an officer of the Association.

At or any time after the first regular meeting of the members, the members may increase the number of Board members to five (5) at any regular or special meeting by majority of the members provided a quorum is present.

At the first regular meeting the members shall elect one (1) director for a term of one (1) year; one director for a term of two (2) years; and one director for a term of three (3) years; and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years. Vacancies during terms shall be filled by the remaining directors.

The names and post office addresses of each of the incorporators and each of the initial directors to serve until the first election of directors are as follows:

| | <u>NAME</u> | <u>ADDRESS</u> |
|---------------|-------------------|--|
| Incorporator: | David B. Lincoln | P.O. Box 1559 Boise, ID 83701 |
| Directors: | (a) Greg Conner | 7127 Cascade Drive Boise, ID 83701 |
| | (b) D. Reed Juet | 456 North Country Club Mesa, AZ 85201 |
| | (c) Rod Gilliland | 10780 Warner Ave. Fountain Valley, CA 92708 |

ARTICLE VII

DISSOLUTION

The Association may be dissolved at a meeting duly called for such purpose by the vote of not less than two-thirds (2/3) of each class of members or by action by consent signed by all members of each class of members, in lieu of a meeting. 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 VIII

DURATION

The corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the entire membership, except where expressly provided otherwise.

ARTICLE X

FHA/VA APPROVAL

As long as there is Class B membership, the following action will require the prior approval of the Federal Housing Administration or Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the laws of the state of Idaho, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 14th day of December, 1984.

David B. Lincoln

P.O. Box 1559

Boise, Idaho 83701

STATE OF IDAHO)
) ss.
County of Ada)

On this 14th day of December, 1984, before me, the undersigned, a Notary Public in and for said state, personally appeared DAVID B. LINCOLN, known to me to be the person whose names are subscribed to the within instrument, and acknowledged to me that he executed the same.

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

Darlene Langrey
Notary Public for Idaho
Residing at Boise, Idaho