

ARTICLES OF INCORPORATION
OF
HIGHLAND VILLAGE INC.

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STATE OF IDAHO

IDAHO SECRETARY OF STATE

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The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is Highland Village Inc. hereinafter called "Association".

ARTICLE II

The location and principal office of the Association is Summit One, #2801 Elkhorn Road, P.O. Box 93, Sun Valley, ID 83353. The registered agent of the Association is Larry M. Wilson.

ARTICLE III

The incorporator and his address are as follows:

Larry M. Wilson, 845 - 106th Ave. N.E., #203, Bellevue, WA 98004.

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 the maintenance, preservation and architectural control of the exterior and roofs of townhouse units and common area within that certain tract of property known as Highland Village, City of Bellevue, Blaine County, Idaho, and to promote the health, safety and welfare of the occupants within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association 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 Highland Village, and any supplemental Declaration, hereinafter call the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Blaine 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 the members, mortgage, pledge, deed of 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 three-fourths (3/4) of the members agreeing to such dedication, sale or transfer;
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and common area; and
- (f) 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.

Under no circumstances shall the income of the Association be distributed to the members, directors and officers. The assets of the Association after all creditors have been paid shall be distributed prorata to its members on dissolution.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee interest in any lot or townhouse subplot which is subject by the Declaration to assessment by the Association, including contract sellers who retain fee title, 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 or townhouse subplot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

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The members of the Association shall have the voting rights as set forth in the Bylaws of the Association.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of three (3) Directors. The number of directors may be changed by amendment of the Bylaws of the Association. The Bylaws may be changed by amendment to provide that the Directors must be members of the Association.

The initial Directors of the Association and their addresses are as follows:

- (a) Larry M. Wilson, 845 - 106th Ave. N.E., #203, Bellevue, WA 98004
(425)455-5815.
- (b) Barbara Thompson, P.O. Box 93, Sun Valley, ID 83353 - (208)622-8220.
- (c) Brian T. Wilson, 3729 - 41st S.W., Seattle, WA 98116 - (206)935-3277.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved as provided by law.

ARTICLE IX

DURATION

The Association shall exist perpetually.

ARTICLE IX

AMENDMENTS

Amendments of these Articles shall require the assent of two thirds (2/3) of the Association members.

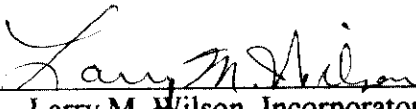
ARTICLE XI

LIABILITY

The personal liability of a director to the Association or its members for monetary damages for breach of fiduciary duty as a director is eliminated except as follows:

1. For any breach of the director's duty of loyalty to the Association or its members.
2. From acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
3. Provided for under Section 30-1-48, Idaho Code, as may be amended or Renumbered from time to time.
4. For any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned, constituting the incorporators of this Association, has executed these Articles of Incorporation this 20th day of August 1999.



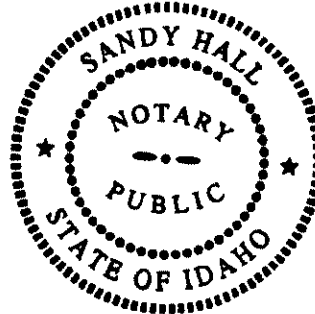
Larry M. Wilson, Incorporator

ACKNOWLEDGEMENT

STATE OF IDAHO)
) ss.
County of Blaine)

On this 20th day of August, 19 99, before me, a Notary Public in and for said State, personally appeared Larry M. Wilson, known to me to be the person whose name is 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 on the day and year first above written.



Sandy Hall
Notary Public for Idaho
Residence: Ketchum ID
Commission Expires: 12-18-2004