



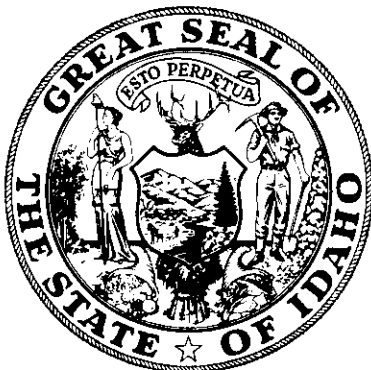
CERTIFICATE OF INCORPORATION  
OF

ST. LUKE'S MEDICAL OFFICE PLAZA, 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 ST. LUKE'S MEDICAL OFFICE PLAZA, 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 March 8, 19 84.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

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ST. LUKE'S MEDICAL OFFICE PLAZA, INC.

**SECRETARY OF**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Section 1004. We do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is: ST. LUKE'S MEDICAL OFFICE PLAZA, INC.

ARTICLE II

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE III

This corporation shall be a non-profit membership corporation.

ARTICLE IV

The location and post office address of the registered office of this corporation shall be 1755 Westgate Drive, Boise, Ada County, Idaho.

ARTICLE V

This corporation is formed to be a Management Body as permitted by the provisions of the Condominium Property Act (Idaho Code Title 55, Chapter 15), and its powers are and shall be consistent with the provisions of that Act.



## ARTICLE VI

Section 6.1 The nature of the business and the object and purpose of this corporation shall be as follows:

6.1.1 This corporation (hereinafter referred to as the Association) shall be the "Management Body" as defined in Section 55-1503 of the Condominium Property Act, and as provided for in the terms and conditions of that certain CONDOMINIUM DECLARATION for ST. LUKE'S MEDICAL OFFICE PLAZA (hereinafter referred to as the Declaration) to be executed by Terteling Marketing Incorporated, an Idaho corporation, as Declarant, with respect to the Condominium Project known as St. Luke's Medical Office Plaza, which delegates and authorizes this Association to exercise certain functions as the Management Body. The Declaration shall be recorded in the Office of the County Recorder of Ada County, State of Idaho, together with a certified copy of these Articles of Incorporation appended thereto. All the words and terms which are capitalized herein shall have the same meaning and definition as contained in the definition section of the Declaration, which definitions are incorporated herein by reference.

6.1.2 The Association shall have the power to have, exercise and enforce all rights and privileges, and to assume, incur, perform, carry out and discharge all duties, obligations and responsibilities of a Management Body as provided for in the Idaho Condominium Property Act and in the Declaration, as such Declaration is originally executed or, if amended, as amended. The Association shall have the power to adopt and enforce rules and regulations covering the use of any Condominium Project or any Area or Units thereof, to levy and collect the annual and special assessments and charges against the Condominium and the members thereof and in general to assume and perform all the functions to be assumed and performed by the Management Body as provided for in the Declaration. It shall have the power to transfer, assign or delegate such duties, obligations or responsibilities to other persons or entities as permitted or provided for in the Condominium Property Act, the Declaration or in an agreement executed by the Association with respect thereto. The Association shall actively foster, promote, and advance the interests of the Owners of Condominium Units within the Condominium Project.

Section 6.2 In addition to the foregoing, where not inconsistent with either the Condominium Property Act or Title 30, Idaho Code, the Association shall have the following powers:

6.2.1 The authority set forth in Title 30, Idaho Code, relating to the organization and conduct of general business corporations.

6.2.2 To buy, sell, acquire, hold or mortgage or enter into security agreements, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description.

6.2.3 To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.

6.2.4 To borrow money, to draw, make, accept, enforce, transfer and execute promissory notes, debentures and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this Association.

6.2.5 To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Association, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees or otherwise, and either alone or in connection with any firm, person, association or corporation.

6.2.6 The foregoing clauses are to be construed both as objects and powers. As hereby expressly provided, an enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the Association. The Association shall have the power to do all acts that are necessary and convenient to obtain the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do, within the framework of the Condominium Property Act, these Articles of Incorporation, and the general corporation laws of the State of Idaho.

## ARTICLE VII

Section 7.1 Each member shall be entitled to receive a certificate of membership, which certificate shall state the number of votes he is entitled to cast as a member of the Association.

Section 7.2 There shall be one membership in the Association for each Owner of a Unit in the St. Luke's Medical Office Plaza, as established by the Declaration. The total number of memberships shall not be more than 200. Each member of the Association must be and remain the Owner of a Unit, and the Association shall include all Owners of Units within the Project. If title to a Unit is held by more than one person, the membership relating to that Unit shall be shared by all such persons in the same proportionate interest and the same type of tenancy in which the title to the Unit is held.

Section 7.3 No person or entity other than an Owner may be a member of the Association. A member shall not assign or transfer his membership certificate except in connection with the transfer or sale of a Unit; provided, however, that the rights of membership may be assigned as further security for a loan secured by a lien on a Unit. Every person or entity who is an Owner of a Unit included in the Project shall be required to be a member of the Association and remain a member so long as such person or entity shall retain the ownership of a Unit. Membership in the Association is declared to be appurtenant to the title of the Unit upon which such membership is based and automatically shall pass with the sale or transfer of the title of the Unit. Members shall not have pre-emptive rights to purchase other memberships in the Association or other Units in the Project.

Section 7.4 The voting rights of a member of the Association shall be determined by the member's percentage interest, as Owner of a Unit, in the Common Area of the Project as stated in the Declaration; therefore, the voting rights of each member will not in all cases be equal. The Declaration or an exhibit attached thereto, shall set forth the percentage interest allocated to each Unit in the Common Area or the basis for computing such percentage interest.

Section 7.5 The total number of votes that attach to membership certificates to be exercised by the members of the Association from and after the date of the incorporation shall be 10,000. Each member shall be entitled to vote the same percentage of the 10,000 votes as such member's percentage interest in the Common Area of the Project.

Section 7.6 The members of the Board of Directors shall be elected as provided in the Bylaws.

Section 7.7 Except as otherwise expressly stated herein, any of the rights, interests and obligations of the Association set forth or reserved herein may be transferred or assigned to any other person or entity; provided, however, that no such transfer or assignment shall relieve the Association of any of the obligations set forth herein. Any such transfer or assignment shall not revoke

or change any of the rights or obligations of any Owners as set forth herein.

Section 7.8 The following sections of the Declaration dealing with specific voting requirements which require special action of the membership are incorporated herein by reference: Article VII and Section 14.2 of Article XIV.

#### ARTICLE VIII

Each member shall be liable for the payment of assessments provided for in the Declaration and for the payment and discharge of the liabilities of the Association as provided for in the Declaration, the Condominium Property Act, and as set forth in the Bylaws of the Association.

#### ARTICLE IX

The Bylaws of this Association may be altered, amended, or new Bylaws adopted by any regular or special meeting of the Association called for that purpose by the affirmative vote of the membership of the Association holding two-thirds (2/3) of the voting power of the Association.

#### ARTICLE X

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the Association and the members thereof, including the liability of the members for the payment of assessments, the Bylaws may incorporate by reference the provisions of the Declaration, provided that a true and correct copy of the Declaration is attached to and made a part of the Bylaws of the Association.

#### ARTICLE XI

The business and affairs of the Association shall be managed and controlled by a Board of Directors. The original Board of Directors shall be three (3); however, the Bylaws of the Association may provide for an increase in their number.

#### ARTICLE XII

The names and post office address of the board of directors are as follows.

| <u>Name</u>                   | <u>Address</u>   |
|-------------------------------|--|
| <u>Roger O. Collins</u>       | <u>1088 Bergeson Road</u><br><u>Boise, Idaho 83706</u> |
| <u>Buckner A. Harris</u>      | <u>5540 Missoula Ct.</u><br><u>Boise, Idaho 83709</u>  |
| <u>Gregory G. Kreizenbeck</u> | <u>3241 Agate Court</u><br><u>Boise, Idaho 83705</u>   |

#### ARTICLE XIII

The initial registered agent and his address shall be:

|                 |   |
|-----------------|---|
| Walter M. McKew | 1755 Westgate Drive<br>Boise, Idaho 83704 |
|-----------------|---|

The initial registered office of the corporation shall be:

1755 Westgate Plaza  
Boise, Idaho 83704

#### ARTICLE XIV

The names and post office addresses of the incorporators are as follows:

Name

Address

C. A. Bowers

6912 Randolph Drive  
Boise, Idaho 83709

Walter M. McKew

5566 Kercliffe Ct.  
Boise, Idaho 83704

Jack R. Snyder

251 Oakhurst Way  
Boise, Idaho 83709

Flinda Inouye

725 Highlandview Drive  
Boise, Idaho 83702

IN WITNESS WHEREOF, we have hereunto set our hands  
and seals this 22nd day of February, 1984.

C. A. Bowers

Walter M. McKew

Jack R. Snyder

Flinda Inouye

WMM/msC2



STATE OF IDAHO       )  
                          ) ss.  
County of Ada        )

On this 23 day of February, 1982, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared C. A. Bowers, Walter M. Mc Kew, Jack R. Snyder and Linda Inouye known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the 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.

Lela E. Lower  
NOTARY PUBLIC for Idaho  
Residing at Boise, Idaho

(SEAL)