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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
STATE OF IDAHO

VILLAGE AT DAKOTA CROSSING HOMEOWNERS ASSOCIATION, INC.

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

Article I Name.

The name of the Corporation is VILLAGE AT DAKOTA CROSSING HOMEOWNERS ASSOCIATION, INC.

Article II Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV Registered Office and Agent.

The address of the initial registered office is 4414 S. Gekeler Lane, Boise, Idaho 83716, and the name of the initial registered agent at this address is Christopher W. Clark.

Article V Purposes.

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

A. The exercise of all the powers and privileges and the performance of all the duties and obligations of the Corporation as set forth in that certain First Supplement (Village at Dakota Crossing) to the Master Declaration of Covenants, Conditions and Restrictions for Dakota Crossing Subdivision, recorded in the official records of Canyon County, Idaho, as amended from time to time (the "Village Declaration Supplement"), pertaining to Lots 10 through 15, Block 1, Lots 16 through 33 (now known as Parcels A through I), Block 1, Lots 2 through 15, Block 2, and Lots 2 through 9, Block 3, as shown on the final plat for Dakota Crossing Subdivision No. 1, filed in Book 39 of Plats at Page 48, and recorded on June 14, 2007, as Instrument No. 2007041505, records of Canyon County, Idaho, as amended by that certain Affidavit of Correction Dakota Crossing Subdivision No. 1, recorded on May 21, 2009, as Instrument No. 2009025369, and by that certain Lot Line Adjustment Survey, recorded on October 19, 2009, as Instrument No. 2009053828, records of Canyon County, Idaho (collectively, the "Village Property").

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B. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, subject only to limitations in the Bylaws and the Village Declaration Supplement and the amendments and supplements thereto.

C. 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).

D. 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.

#### Article VI Limitations.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered 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)(3) of the Internal Revenue Code of 1986, as amended from time to time.

#### Article VII Members.

Each person or entity holding fee simple interest of record to a Building Lot (as defined in the Village Declaration Supplement) which is within the Village Property, and sellers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Building Lot located within the Village Property. There shall be one (1) membership in the Corporation for each Building Lot located within the Village Property. Members of the Corporation must be and remain owners of Building Lots within the Village Property.

#### Article VIII Voting Rights.

The Corporation shall have two (2) classes of voting membership:

(A) Class A Members. Owners other than Grantor, for so long as Grantor is the Class B Member, shall be known as Class A Members. Each Class A Member shall be entitled to cast one (1) vote for each Building Lot owned by such Class A Member on the day of the vote. Upon termination of the Class B Member's voting rights, Grantor shall become a Class A Member.

(B) Class B Member. The Grantor shall be known as the Class B Member, and shall be entitled to six (6) votes for each Building Lot of which Grantor is the Owner. The Class B Member shall cease to be a voting Member in the Village Association upon the later to occur of the following: (i) when the total cumulative votes of the Class A Members equal or exceed the total votes of the Class B Member; or (ii) the expiration of ten (10) years from the date on which the first Building Lot is sold to an Owner.

If the Owner of a Building Lot shall be more than one (1) Person, all such Persons shall be deemed Members, but the voting rights in the Village Association attributable to that Building Lot may not be split and shall be exercised by one representative selected by such Persons as they, among themselves, may determine. In the event that such joint Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter being put to a vote. When an Owner casts a vote, it will thereafter be presumed conclusively for all purposes that such Owner was acting with authority and consent of all joint owners of the Building Lot(s) from which the vote derived. The right to vote may not be severed or separated from the ownership of the Building Lot to which it is appurtenant, except that any Owner may give a revocable proxy, or may assign such Owner's right to vote to a lessee, mortgagee, beneficiary, or contract purchaser of the Building Lot concerned, for the term of the lease, mortgage, deed of trust, or contract. Any sale, transfer, or conveyance of such Building Lot to a new Owner shall operate automatically to transfer the appurtenant voting right to the Owner, subject to any assignment of the right to vote to a lessee, mortgagee, or beneficiary as provided herein.

### Article VIII Board of Directors.

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. 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 street address of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Gregory R. Lansberry	4414 S. Gekeler Lane, Boise, ID 83716
Jeffrey M. Stevens	4414 S. Gekeler Lane, Boise, ID 83716
Bryan S. Norby	4414 S. Gekeler Lane, Boise, ID 83716

Article IX Assessments.

Each Member shall be liable for the payment of Assessments provided for in the Village Declaration Supplement and as otherwise set forth in the Bylaws of the Corporation.

Article X Distribution on Dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision 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.

Article XI Incorporator.

The name and street address of the incorporator is Christopher W. Clark, 4414 S. Gekeler Lane, Boise, ID 83716.

Article XII Bylaws.

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

Dated this 21<sup>st</sup> day of August, 2012.

  
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Christopher W. Clark, Incorporator