

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

KENTUCKY RIDGE ESTATES HOMEOWNERS ASSOCIATION, INC.

File number C 112803

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 KENTUCKY RIDGE ESTATES 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: November 30, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sikel*

Nov 30 8 51 AM '95
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

KENTUCKY RIDGE ESTATES HOMEOWNERS ASSOCIATION, INC.

IDAHO SECRETARY OF STATE
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CX #: 3357 CUST# 3632
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Pursuant to the provisions of Title 30, Chapter III, Idaho Code, the Idaho Nonprofit Corporation Act (the "Act"), the undersigned, acting as the sole incorporator of a nonprofit corporation, in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby certify as follows:

ARTICLE I.

Name

The name of the corporation is: **KENTUCKY RIDGE ESTATES HOMEOWNERS ASSOCIATION, INC.**

ARTICLE II.

Duration

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

ARTICLE III.

Nonprofit

The corporation is a nonprofit corporation.

ARTICLE IV.

Corporate Purposes

The purposes for which this corporation is organized are:

- A. To provide for the architectural control of land use and the development

and maintenance of common areas, together with roadways, parks, and other amenities related to a residential subdivision, and to generally promote the attractiveness of the residential subdivision.

B. To transact all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act and the Idaho Business Corporation Act as those provisions are not inconsistent with the provisions of the Idaho Nonprofit Corporation Act.

C. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter I of Title 30 and Chapter III of Title 30 of the Idaho Code, and any present and future amendment thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned purposes and the carrying into effect of any and all of the aforesaid purposes. 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 V.

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 420 Bitterroot Drive, Boise, Idaho 83709, and the name of its initial registered agent at such address is D. Michael Preston.

ARTICLE VI.

Non-Stock Corporation; Dissolution

A. No stock shall be issued, no dividends shall be paid, and no part of the income of the corporation shall be distributed to its members, directors, or officers.

B. 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 of the assets of the corporation consistent with the purposes of the corporation to such other organization or organizations as shall at the time qualify as non-profit corporations under the laws of the State of Idaho. 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 such purposes, or to such organizations as such court shall determine to be consistent with the purposes of the corporation.

ARTICLE VII.

Membership

The corporation will have two classes of voting memberships:

A. Class A. Class A members shall be the owners of residential lots in the recorded plat of Kentucky Ridge Estates, County of Ada, State of Idaho, excepting only D. Michael Preston or his assigns, and shall be entitled to one vote for each lot so owned. When more than one persons holds an ownership interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as the owners determine, but in no event shall more than one vote be cast with respect to any lot.

B. Class B. The Class B member shall be D. Michael Preston or his assigns. D. Michael Preston shall be entitled to three votes for each lot of which he is the owner. The Class B membership shall cease and be converted to Class A membership on January 1, 2000, or when D. Michael Preston or his assigns no longer own any lots within the Kentucky Ridge Estates, whichever event shall first occur.

The members of the non-profit corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE VIII.

Assessments

The Board of Directors is authorized from time to time to set assessments for the reasonable maintenance, repair and operation of the common areas and to effectuate the purposes of this corporation.

ARTICLE IX.

Incorporator

The name and post office address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
D. Michael Preston	420 Bitterroot Drive Boise, Idaho 83709.

ARTICLE X.

Board of Directors

There shall be two (2) directors of the corporation, but the number of directors may be increased from time to time as provided by the By-Laws. The names and

post office addresses of the initial directors, named by the incorporator, are as follows:

<u>Name</u>	<u>Address</u>
D. Michael Preston	420 Bitterroot Drive Boise, Idaho 83709
Sally A. Preston	420 Bitterroot Drive Boise, Idaho 83709.

The initial directors shall serve until the first election of directors.

ARTICLE XI.

By-Laws

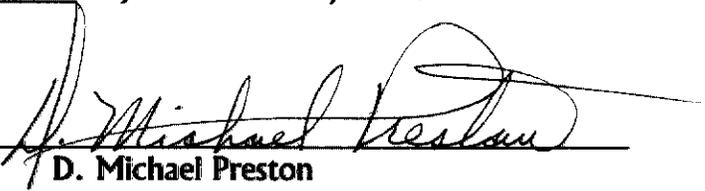
The Board of Directors, by a majority vote, shall have the power to adopt By-Laws and to repeal and amend By-Laws.

ARTICLE XII.

Amendment of Articles of Incorporation

Amendments to the Articles of Incorporation shall be proposed by the Board of Directors by resolution setting forth the proposed amendment and thereafter submitting the proposed amendment to a vote at a meeting of the members having voting rights, which meeting shall either be an annual or special meeting. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner as required by Idaho law. The proposed amendment shall be adopted upon receiving at least a majority of the votes which members present at such meeting in person or by proxy are entitled to cast.

IN WITNESS WHEREOF, the undersigned incorporator of said non-profit corporation has hereunto set his hand this 29TH day of November, 1995.


D. Michael Preston