

FILED EFFECTIVE

RESTATED ARTICLES OF INCORPORATION  
OF  
2005 JUL 17 RENAISSANCE OFFICE PARK OWNERS' ASSOCIATION, INC.  
A NONPROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being the duly elected and acting directors of Renaissance Office Park Owners' Association, Inc., a nonprofit corporation ("the Corporation"), acting in accordance with the affirmative vote of more than two-thirds of the Members of the Association, do hereby certify, declare and adopt the following Restated Articles of Incorporation, pursuant to Idaho Code Section 30-3-94.

ARTICLE I  
NAME

The name of the Corporation is: RENAISSANCE OFFICE PARK OWNERS' ASSOCIATION, INC.

ARTICLE II  
EXISTENCE

The period of existence and the duration of the life of the Corporation shall be perpetual, unless terminated pursuant to law or by agreement of the Members.

ARTICLE III  
STATUS

The Corporation shall be a nonprofit corporation, pursuant to the Idaho Nonprofit Corporation Act, and shall have Members.

ARTICLE IV  
REGISTERED OFFICE

The location and post office address of the registered office and name of the registered agent of the Corporation shall be: Joe Russell, 754 North College Road, Suite A, Twin Falls, Idaho 83301.

ARTICLE V  
PURPOSE, NATURE AND OBJECTIVE OF THE ASSOCIATION

The purpose for which the Corporation is organized is to function as an association of property owners in Renaissance Subdivision No. 1, Twin Falls County, Idaho ("the Premises"); and in that capacity to undertake all duties and obligations imposed upon it by Idaho law, these Restated Articles, and the Amended Declaration of Covenants, Conditions and Restrictions for Renaissance Subdivision No. 1, recorded May 4, 2005, as Instrument No. 2005-009432, records of Twin Falls County, Idaho ("the Declaration"), as the same exist now or may be amended in the future.

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The Corporation shall have the power to have, exercise and enforce all rights and privileges and to assume, incur, perform and carry out and discharge all duties, obligations and responsibilities of an Idaho nonprofit corporation as provided for by the Idaho Nonprofit Corporation Act and as the Declaration requires. The Corporation shall have the power to adopt and enforce rules and regulations covering the use of the Premises in accordance with the Declaration, to levy and collect the periodic and special assessments and charges against the lots of the Premises and the owners thereof, and in general to assume and perform all of the functions to be assumed and performed by the Corporation 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 provided for and permitted by the Idaho Nonprofit Corporation Act, the Declaration, and the Corporation's By-laws.

The Corporation shall have the power to carry into effect the objectives and purposes by doing all and singular the things necessary and convenient to carry out the purposes for which it is organized in accordance with the Idaho Nonprofit Corporation Act, the Declaration, and its By-laws, including to carry on any other business or do anything in connection with the objectives and purposes for which it is organized that may be necessary and proper to accomplish successfully or promote the objectives and purposes for which it is formed.

The Corporation shall have the power to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and the Corporation's By-laws, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation.

The Corporation is a non-profit corporation pursuant to and in accordance with the Idaho Nonprofit Corporation Act. It does not contemplate pecuniary gain or profit, and no part of its income shall at any time be distributable to its Members, Directors or officers; provided, however, this provision shall not be construed to prohibit payments of reasonable compensation for services actually rendered for the benefit of the Corporation or to prohibit the conferring of benefits upon the Corporation's Members in conformity with its purposes. It is not intended that the Corporation be eligible to qualify for tax exempt status under the provisions of Section 501(c) of the Internal Revenue Code, as amended from time to time.

## ARTICLE VI ADDITIONAL ASSOCIATION POWERS

In addition to the foregoing, where not inconsistent with Idaho law or the Declaration, the Corporation shall have the following powers:

- (1) The authority set forth in Title 30 of the Idaho Code relating to the organization and conduct of general business corporations, consistent with the Idaho Nonprofit Corporation Act.
- (2) To buy, sell, acquire, hold or mortgage, or enter into security agreements, pledge, lease, assign, transfer, trade in and deal with all kinds of personal property, goods, wares, and merchandise of every kind, nature and description.

(3) To borrow money, 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 the Corporation.

(4) To have one or more offices, to carry on all or any part of its operations and business, 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 Corporation and its Members, and which now or may hereafter be authorized by law, and this to be to the same extent 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.

(5) The foregoing clauses are to be construed both as objects and powers. As hereby expressly provided, the enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the Corporation. The Corporation 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 these Articles of Incorporation and the general corporation laws for the State of Idaho.

## ARTICLE VII MEMBERSHIP CERTIFICATES, VOTING POWER AND DETERMINATION OF PROPERTY RIGHTS AND INTERESTS

Section 1. Every owner of the fee interest in any lot in the Premises shall be a Member of the Corporation; provided, however, that if ownership of any lot is held jointly by two (2) or more Persons, either individually or as owners of a condominium, as defined in Idaho Code Section § 55-101B, the co-owners of such lot shall designate one of the co-owners as the "Member" for the purposes of being a Member of the Corporation, voting and representation of the interest of the co-owners in the Corporation.

Section 2. No person or entity other than an owner of the fee interest in a lot in the Premises may be a Member of the Corporation. A Member shall not assign or transfer his membership except in connection with the transfer of his lot(s) in the Premises. Membership in the Corporation is hereby declared to be appurtenant to the title of the lot in the Premises upon which such membership is based and may not be separated from the title of the lot in the Premises. Upon transfer of the fee interest of any lot in the Premises, the membership in the Corporation shall be ipso facto deemed to be transferred to the grantee.. Members shall not have preemptive rights to purchase other memberships in the Corporation or other Lots within the Premises.

Section 3. The total number of votes which may be cast by all Members of the Corporation shall be the same as the total number of lots of the Premises subject to the

Declaration; and each Member shall be entitled to one (1) vote for each Lot owned by the Member.

## ARTICLE VIII ASSESSMENTS

Each Member shall be liable for the payment of periodic and special assessments as provided in the Declaration as existing now or as amended in the future.

## ARTICLE IX BY-LAWS (ALTERATION, ADOPTION OR AMENDMENT)

The Members are specifically empowered to draft such By-laws as are necessary to govern the internal affairs of the Corporation. The By-laws of the Corporation may be altered, amended or replaced at any regular or special meeting of the Corporation called for that purpose by the affirmative vote of seventy-five percent (75%) of the Members.

## ARTICLE X AUTHORITY TO INCORPORATE BY REFERENCE

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 Corporation and the Members thereof, including the liability of the Members for the payment of assessments, the By-laws may incorporate by reference the provisions of the Declaration. In the event of any inconsistency, discrepancy or ambiguity as between the provisions of these Restated Articles Of Incorporation, the Corporation's By-laws, and the Declaration, the provisions of the Declaration shall govern and control.

## ARTICLE XI BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed and controlled by the Board of Directors. The original Board of Directors shall be three (3) in number; however, the By-laws of the Corporation, subject to the voting requirements contained therein, may provide for an increase or decrease in their number provided that the number of directors shall not be greater than five (5) or less than three (3).

## ARTICLE XII DISTRIBUTION ON DISSOLUTION

Upon the dissolution of the Corporation, the assets shall be liquidated and used to pay the debts and liabilities of the Corporation. Any remaining assets shall be disbursed equally to the Members.

IN WITNESS WHEREOF, the undersigned Directors have executed these Restated Articles this 29 day of Apr. 1, 2005.

Joe Rossell  
DIRECTOR

## **DIRECTOR**

*X* Donald J. B.  
DIRECTOR

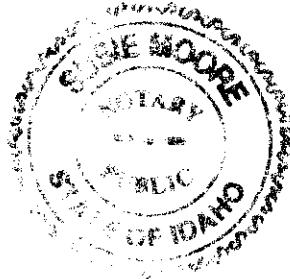
## DIRECTOR

James M. Retmer  
DIRECTOR James Retmer

STATE OF IDAHO )  
 ) ss.  
County of Twin Falls )

On this 28<sup>th</sup> day of April, 2005, before me, the undersigned, a Notary Public in and for said State, personally appeared Joe Russell, known to me to be a Director of the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same on behalf of the corporation.

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



NOTARY PUBLIC FOR IDAHO  
Residence: Twin Falls, Idaho  
My Commission Expires: 11-28-2008

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STATE OF IDAHO )  
 ) ss.  
County of Twin Falls )

On this 28<sup>th</sup> day of April, 2005, before me, the undersigned, a Notary Public in and for said State, personally appeared Ronald L. Belliston, known to me to be a Director of the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same on behalf of the corporation.

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

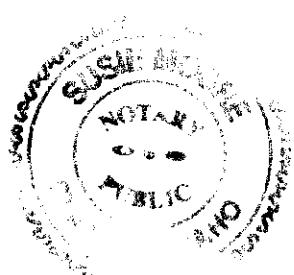


Sesia M. Moore  
NOTARY PUBLIC FOR IDAHO  
Residence: Twin Falls, Idaho  
My Commission Expires: 11-28-2008

STATE OF IDAHO )  
 ) ss.  
County of Twin Falls )

On this 4<sup>th</sup> day of May, 2005, before me, the undersigned, a Notary Public in and for said State, personally appeared James M. Kotewich known to me to be a Director of the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same on behalf of the corporation.

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



Susan Moore  
NOTARY PUBLIC FOR IDAHO  
Residence: Twin Falls Idaho  
My Commission Expires: 11-28-2008