

State of Idaho

Department of State

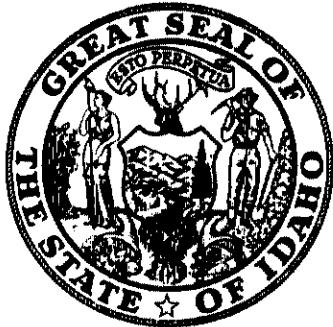
CERTIFICATE OF INCORPORATION OF

ROD'S PARKSIDE CREEK HOMEOWNERS ASSOCIATION, 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 ROD'S PARKSIDE CREEK 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: June 8, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

ARTICLES OF INCORPORATION

OF

Jun 8 10 24 AM '93

ROD'S PARKSIDE CREEK HOMEOWNERS ASSOCIATION, INC.

SECRETARY OF STATE

We, the undersigned persons, all of whom are residents of the State of Idaho, citizens of the United States of America and of full age, have this date voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the provisions of Title 30, Chapter 3, Idaho Code and we do hereby make, acknowledge, declare and adopt the following Articles of Incorporation.

I.

The name of this corporation shall be the ROD'S PARKSIDE CREEK HOMEOWNERS ASSOCIATION, INC.

II.

The purposes of this corporation are as follows:

1. The object and purpose of this corporation is to provide for the ownership, management, maintenance, and operation of the common area and any other Association assets including the surface drainage disposal system as shown on the official Plats and construction drawings of ROD'S PARKSIDE CREEK SUBDIVISION, according to the official plats thereof filed, or to be filed, in the office of the County Recorder of Ada County, Idaho, and the construction drawings to be furnished to the Corporation by the registered agent of the Corporation, in conformity with the requirements of the Declaration of Protective Restrictions and Covenants for the said ROD'S PARKSIDE CREEK SUBDIVISION. The initial subdivision filed for record will be ROD'S PARKSIDE CREEK SUBDIVISION with additional property to be annexed to this Corporation by filing for record of plats and additional Protective Restrictions and Covenants referencing this Corporation.

2. This corporation shall have all of the powers and authority granted by the "Idaho Non-profit Corporation Act" (Title 30, Chapter 3, Idaho Code) and all other powers authorized or permitted to non-profit corporations by the laws of the State of Idaho, as the same may be in effect from time to time.

3. To exercise generally the powers generally exercised by non-profit corporations, and particularly the powers provided by the laws of the State of Idaho.

IDaho SECRETARY OF STATE

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4. To carry into effect the objects and purposes aforesaid, this corporation is authorized to do all and singular the things necessary and convenient to carry out the general purposes for which it is organized.

5. To carry on any other business, or do anything in connection with the objects and purposes above mentioned that may be necessary and proper to accomplish successfully or promote the said objects and purpose, the foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the power of the non-profit corporation to do any of the things within due its general powers.

6. This corporation is a non-profit corporation, as such term is defined in 30-305, Idaho Code. 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. Nor to prohibit the conferring of benefits upon the corporation's members in conformity with its purposes.) it is not intended however, that this 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.

7. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration on file covering ROD'S PARKSIDE CREEK SUBDIVISION, the corporate By-Laws and these Articles; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Corporation.

III.

The duration of this Corporation shall be perpetual.

IV.

By reference the Declaration(s) of record covering ROD'S PARKSIDE CREEK SUBDIVISION are made are part of these Articles.

1. This corporation shall have Members, whose rights, privileges, and voting rights shall be as provided in the Declaration and corporate By-Laws so long as not inconsistent with the following:

a. The record title owners of all or any portion of the lots in ROD'S PARKSIDE CREEK SUBDIVISION in Ada County, Idaho, according to the official plat(s) thereof filed, or to be filed,

in the office of the County Recorder of Ada County, Idaho, whose Declaration of Protective Restrictions and Covenants reference this Corporation, shall automatically be Members of this corporation, and membership in this corporation shall be appurtenant to ownership of said real property and shall run with the land thereof.

b. At all meetings of Members of this corporation, the maximum number of votes which may be cast shall be the total number of lots showing on the plats of said Subdivisions then of record in the Office of the Ada County Recorder. One (1) vote shall be allocated to each of the lots, the vote allocated with respect to each lot shall be cast in the manner determined by a majority in interest of the record title owners of such lot. Fractional votes shall not be permitted.

Provided however, during development the Association shall have two (2) classes of voting memberships.

Class A: These members shall be the Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in an Lot, all such persons shall be members. However, only one (1) vote shall be cast for each lot so owned.

Class B: These members shall be the Declarant. Upon the filing and/or recording Declarant shall be entitled to three (3) votes for each Lot of which Declarant is the Owner at said time. The Class B membership shall cease and be converted to Class A membership on January 1, 2010, or when the Declarant has conveyed 75% of the Lots by deed to the homeowners, whichever event shall first occur.

c. There shall be no Certificates of Membership, and evidence of ownership of record obtained from all or any portion of said lots according to the Official Records of Ada County, Idaho, shall constitute proof of membership in this corporation. Membership shall automatically transfer to the transferee of the property concurrently with transfer of a Member's record title to all or any proration of the said lots.

d. Meetings of the Members shall be held at such places and times as may be provided in the By-Laws, and may also be held in any manner prescribed or permitted by the corporation laws of the State of Idaho, as amended from time to time. The presence (in person or by proxy) of Members entitled to cast sixty percent (60%) of the total eligible votes shall be sufficient to constitute a quorum, and such quorum may transact any matter of business lawfully permitted to be transacted at a membership meeting of an Idaho non-profit corporation. Written notice of

each membership meeting shall be given to each Member at the most recent address for such Member shown on the corporation's books and records, and such written notice shall be deposited in the United States Mail, postage fully prepaid not less than ten (10) nor more than fifty (50) days before the date of the meeting; provided, however, the necessity for such written notice may be waived by the unanimous written consent of all Members.

In the event that a meeting is called and a quorum as set forth above is not present another meeting may be called subject to the same notice requirements and the required quorum shall be one-half (1/2) of the required quorum at the preceding meeting. No subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

e. Members of this corporation shall be not personally liable for the debts, liabilities or obligations of the corporation.

V.

1. The affairs of this corporation shall be managed by a Board of Directors, who need not be residents of the State of Idaho. The By-Laws may require additional qualifications for Directors.

2. The number of Directors to be elected for any year shall be determined by majority vote of the Members at the membership meeting at which Directors are to be elected, but the number of Directors shall not be less than three (3) unless the number of Members at the time of election of Directors shall be less than three (3), in which event the number of Directors shall be the same as the number of Members of the corporation. The first Board of Directors to serve after the initial Board of Directors, as set for in paragraph 3 below, may be appointed by the Declarants and shall serve until the next annual meeting or special meeting called for the purpose of holding an election.

3. The initial Board of Directors of the corporation, who shall serve until the first annual election of the Directors, shall consist of the following persons, whose addresses are as set forth below:

GARY D. LASHER
P.O Box 36
Caldwell, Idaho 83606

LEONARD R. TRUMBULL
P.O. Box 36
Caldwell, Idaho 83606

JAMES BAKER
1746 Jericho Road
Meridian, Idaho 83642

VI.

The officers of this corporation shall be elected by the Board of Directors and shall serve for such terms of office as may be designated by the Board of Directors. The officers of this corporation shall be president, one or more vice-presidents, secretary, treasurer, and any other officers or assistant officers as may be elected or appointed by the Board of Directors. Except for the office of President, more than one office may be held by one person. The time and manner of election of officers, and their respective authority and duties, shall be as set forth in the By-Laws, or as may be determined by resolution of the Board of Directors not inconsistent with the By-Laws.

VII.

The Board of Directors is authorized to adopt, amend, and repeal By-Laws of the corporation, and to provide in such By-Laws relating to the election, qualifications, and term of office of Directors may be adopted, amended, and repealed by vote of the Members at any annual membership meeting, or any special membership meeting called for such purpose.

VIII.

1. This corporation may not be dissolved without the permission of the Ada County Highway District. If such permission is obtained, the corporation may be dissolved or the Articles amended upon two-thirds (2/3) affirmative vote of the Members.

2. In event of dissolution of the corporation, all of the property and assets, after payment of all debts and liabilities, shall be distributed or dedicated to a public body or conveyed to a non-profit organization with similar purposed as this organization.

3. Annexation of additional properties, mergers and consolidation, mortgaging of Common Area, dissolution and amendment of the Articles, requires prior approval of HUD/VA as long as there is a Class B membership.

IX.

Any amendment to the Articles must comply with Idaho Code Title 30, Chapter 3 dealing with amendments and the Declaration(s).

IX.

The initial registered agent and registered address of this Corporation is:

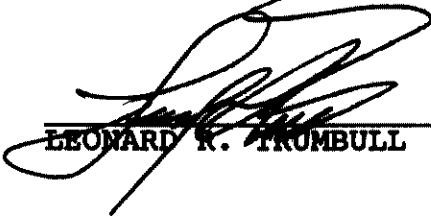
LEONARD R. TRUMBULL
P.O Box 36-2073 W. Chateau, Meridian
Caldwell, Idaho 83606 ID 836042

X.

The name and present address of the incorporator and principal organizer is:

LEONARD R. TRUMBULL
P.O Box 36
Caldwell, Idaho 83606

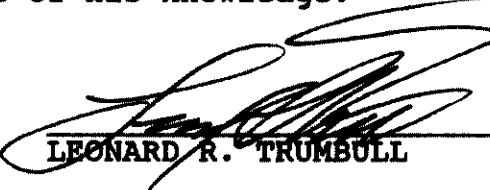
IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal in triplicate, this 7th day of June, 1993.



LEONARD R. TRUMBULL

STATE OF IDAHO)
: ss.
County of Ada)

LEONARD R. TRUMBULL, being first duly sworn, deposes and says: That he is the incorporator named in the within and foregoing instrument; that he has read said instrument, knows the contents thereof and that the statements contained therein are true and correct to the best of his knowledge.

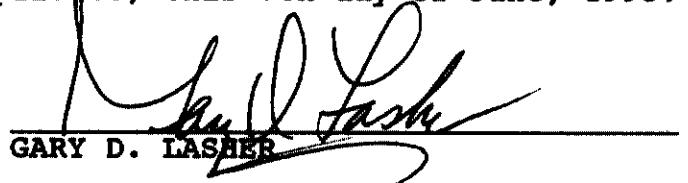


LEONARD R. TRUMBULL

SUBSCRIBED AND SWORN to before me the undersigned, this 7th day of June, 1993.


Karen J. Huntington
Notary Public for Idaho
Residence: Meridian

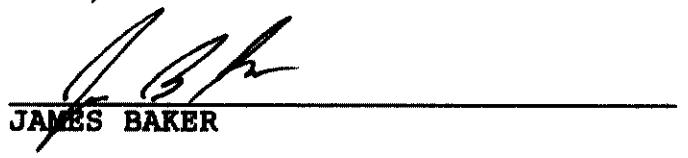
IN WITNESS WHEREOF, the initial directors have hereunto set their hands and seals in triplicate, this 7th day of June, 1993.



GARY D. LASHER



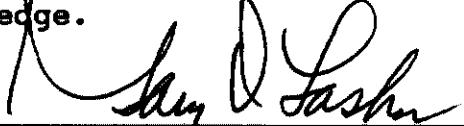
LEONARD R. TRUMBULL



JAMES BAKER

STATE OF IDAHO)
: ss.
County of Ada)

GARY D. LASHER, being first duly sworn, deposes and says: That he is a director named in the within and foregoing instrument; that he has read said instrument, knows the contents thereof and that the statements contained therein are true and correct to the best of his knowledge.



GARY D. LASHER

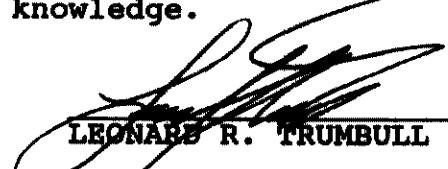
SUBSCRIBED AND SWORN to before me the undersigned, this 7th day of June, 1993.



Karen L. Hunsaker
Notary Public for Idaho
Residence: Meridian

STATE OF IDAHO)
: ss.
County of Ada)

LEONARD R. TRUMBULL, being first duly sworn, deposes and says: That he is a director named in the within and foregoing instrument; that he has read said instrument, knows the contents thereof and that the statements contained therein are true and correct to the best of his knowledge.


LEONARD R. TRUMBULL

SUBSCRIBED AND SWORN to before me the undersigned, this 7th day of June, 1993.


Karen J. Huntsman
Notary Public for Idaho

Residence: Meridian

STATE OF IDAHO)
: ss.
County of Ada)

JAMES BAKER, being first duly sworn, deposes and says: That he is a director named in the within and foregoing instrument; that he has read said instrument, knows the contents thereof and that the statements contained therein are true and correct to the best of his knowledge.


JAMES BAKER

SUBSCRIBED AND SWORN to before me the undersigned, this 7th day of June, 1993.


Karen J. Huntsman
Notary Public for Idaho

Residence: Meridian