



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

APPLE VALLEY ACRES 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 _____

APPLE VALLEY ACRES 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 April 25, 19 86.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

APPLE VALLEY ACRES HOMEOWNERS' ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, each being a natural person of full age and a citizen of the United States have voluntarily and do hereby associate ourselves together for the purpose of forming a not-for-profit cooperative association under the laws of the State of Idaho. We do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is: APPLE VALLEY ACRES HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

EXISTENCE

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

ARTICLE III

STATUS

This corporation shall be a non-profit cooperative association.

ARTICLE IV

REGISTERED OFFICE

The name and address of the registered agent and location and post office address of the registered office of

ARTICLES OF INCORPORATION - 1
810(a)

123 Broadway Avenue South,
this corporation shall be James H. Barker, /P. O. Box 549, in
the City of Buhl, County of Twin Falls, State of Idaho,

ARTICLE V

PURPOSE, NATURE AND OBJECTIVES OF THE ASSOCIATION

This corporation is formed to be a management body of
a common irrigation water distribution system to be transferred
by the subdivider to the corporation, to provide and maintain
such a common irrigation distribution system on said land, and
to manage and regulate the development and continued operation
of said common irrigation system for the benefit and enjoyment
of all homeowners and lot owners who subsequently acquire an
interest in the Apple Valley Acres Subdivision described in the
restrictive covenants recorded in the Twin Falls County Recorder's
Office, as Instrument No. 895597 on February 11, 1986.

ARTICLE VI

ASSOCIATION POWERS

This corporation 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 necessary to the operation and maintenance
of said common irrigation water distribution system, and to
levy and collect annual and special assessments and charges
against the lot owners of said subdivision and, in general, to
assume and perform all the functions necessary toward said

1 operation including the power to transfer, assign and delegate
2 such duties, obligations or responsibilities to other persons.
3 The corporation shall actively foster, promote, and advance the
4 interest of the homeowners for the full utilization of said
5 common irrigation water distribution system for the benefit of
6 all the homeowners within the subdivision.

7 ARTICLE VI

8 ADDITIONAL ASSOCIATION POWERS

9 In addition to the foregoing, where not inconsistent
10 with Idaho law or the Declaration of Covenants, Conditions and
11 Restrictions, the corporation shall have the following powers:

- 12 (1) The authority set forth in Title 30 of the Idaho
13 Code relating to the organization and conduct of
14 general business corporation.
- 15 (2) To buy, sell, acquire, hold or mortgage, or
16 enter into security agreements, pledge, lease,
17 assign, transfer, trade in and deal with all
18 kinds or personal property, goods, wares and
19 merchandise of every kind, nature and des-
20 cription.
- 21 (3) To receive, acquire, hold, purchase, dispose of,
22 convey, mortgage and/or lease, real and personal
23 properties; to dispose of, sell, lease, sign,
transfer, mortgage and/or convey any rights,
privileges, franchises, real or personal property
of the corporation, other than its franchise of
being a corporation, and to acquire, purchase,
quarantee, hold, mortgage, own, vote, sell,
pledge and/or otherwise dispose of and deal in
shares, bonds, securities and debentures and
other evidences of indebtedness of its own and
of other corporations, domestic or foreign.
- (4) To conduct business in this state, other states,
District of Columbia, territories and colonies

ARTICLES OF INCORPORATION - 3

1 of the United States and in foreign countries,
2 and to have one or more offices and places of
3 business out of this state, and to acquire,
4 receive, hold, purchase, lease, mortgage, dispose
5 of, and/or convey real and personal property
6 situate out of this state.

7 (5) To enter into, make, perform and carry out
8 contracts, of every kind and for any lawful
9 purpose, without limit as to amount, with any
10 person, firm, association, corporation, municipi-
11 pality, state or government, or any subdivision,
12 district or department thereof.

13 (6) To carry on any other lawful business whatsoever
14 in connection with the foregoing or which is
15 calculated directly or indirectly to promote the
16 interest of the corporation or to enhance the
17 value of its properties and to have and exercise
18 all right, powers, privileges which are now or
19 may hereafter be conferred by the State of
20 Idaho upon corporations; to execute from time to
21 time general or special powers of attorney to
22 persons, firms, association, or corporations and
23 to revoke same as and when the Board of Directors
may determine; and to do any or all of the things
herein set forth to the same extent as natural
persons might or could do.

(7) Any an all of the rights, powers, privileges or
restrictions in these Articles of Incorporation
granted and contained, conferred or imposed may
be enlarged, amended, altered, changed in any
manner and to any extent, or repealed by Articles
of Amendment made, executed, authorized by the
laws of the State of Idaho.

(8) To do any and all such other acts, things,
business or businesses in any manner connected
with or necessary, incidental, convenient, or
auxiliary to any of the objects hereinbefore
enumerated, or calculated, directly or indirectly
to promote the interest of the corporation and to
carry on its purpose, or for the purpose of
attaining or futhering any of its business.

ARTICLES OF INCORPORATION - 4

1 ARTICLE VII

2 OFFICERS OF THE CORPORATION

3 The internal affairs of the corporation shall be
4 managed by a Board of Directors. A majority of the Board of
5 Directors shall constitute a quorum. The number of directors
6 of the corporation shall be as specified in the By-laws, provided
7 the number of directors of the corporation shall not be less
8 than three (3). In case of any increase in the number of
9 directors, the additional directors may be elected by the
10 directors then in office, and the directors so elected shall
11 hold office until the next annual meeting of the stockholders
and until their successors are elected and qualified.

12 Officers of the corporation shall be stockholders.
13 Any two or more offices may be held by the same person. The
14 term of officers, except as in these Articles otherwise expressly
15 provided, shall be for one (1) year and until their successors
16 shall be elected and qualified, unless sooner removed or
resigned as herein provided.

17 ARTICLE VIII

18 MEMBERS OF CORPORATION

19 The owner of any lot or partial lot within the Apple
20 Valley Acres Subdivision shall be a member of this corporation
21 and shall be issued one share of stock or portion thereof for
22 each single acre of land or portion thereof as owned by that

1 person in the said subdivision.

2 Shares of stock shall be issued by the corporation
3 under the above arrangement for each new purchaser of land
4 within Apple Valley Acres Subdivision. The shares of stock held
5 by a stockholder shall be appurtenant to the land owned by that
6 stockholder, and shall pass with the land to a purchaser of
7 that land. On all matters requiring shareholder vote, each
8 stockholder shall have one vote for each share of stock held by
him or her.

9 ARTICLE IX

10 INCORPORATORS

11 The names and post office address of (1) each of the
12 incorporators, (2) each of the initial directors who shall
13 serve the corporation until the first election of directors,
14 and (3) the number of shares subscribed by each is as follows:

<u>NAME</u>	<u>INCORPORATOR</u>	<u>DIRECTOR</u>	<u>SHARES</u>
15 John M. Barker P. O. Box 549 16 Buhl, ID 83316	X	X	1
17 James H. Barker P. O. Box 549 18 Buhl, ID 83316	X	X	1
19 D. Brent Martens P. O. Box 589 20 Buhl, ID 83316-0589	X	X	1
21 - - - - -			

22
23 ARTICLES OF INCORPORATION - 6

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23

ARTICLE X

PRIVATE PROPERTY OF STOCKHOLDERS

The private property of stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever. The shares of the corporation shall be subject to assessment for the purpose of paying taxes, conducting business and paying debts of the corporation.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands this 24 day of April, 1986.


John M. Barker

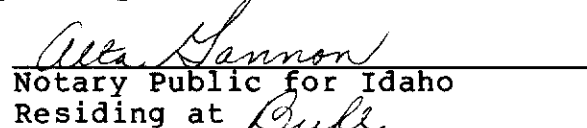

James H. Barker


D. Brent Martens

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

On this 24th day of April, 1986, before me, the undersigned, a Notary Public in and for said County and State, personally appeared John M. Barker, James H. Barker and D. Brent Martens, known or identified 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 last above written.


Notary Public for Idaho
Residing at Buhl