

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

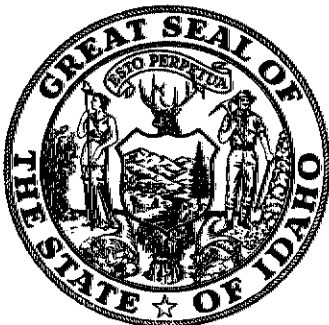
MILLCREEK HOMEOWNERS' ASSOCIATION, INC.

File number C 107086

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 MILLCREEK 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: July 22, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Anna Seibel*

JUL 22 2 34 PM '94  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
MILLCREEK HOMEOWNERS' ASSOCIATION, INC.  
A Nonprofit Corporation**

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In compliance with the requirements of Title 30, Chapter 3, Idaho Code, the undersigned, all of whom are residents of Ada County, State of Idaho, and all of whom are of majority age, have this day associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I**

The name of this corporation is **MILLCREEK HOMEOWNERS' ASSOCIATION, INC.**, hereinafter called the "Association."

**ARTICLE II**

The principal office of the Association is located at 2417 Bank Drive, Suite 101, Boise, Idaho 83705.

**ARTICLE III**

Bryce L. Peterson whose address is 2417 Bank Drive, Suite 101, Boise, Idaho 83705, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV**

This Association does not contemplate financial gain or profit to the members thereof. The purposes of the Association are to provide for the maintenance, preservation, architectural control, and aesthetic enhancement of the residence lots and the Common Area and Common Facilities within that certain tract of property described in the attached Exhibit "A" hereinafter referred to as the "Property," and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The Association shall be empowered to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions, and Easements, hereinafter called the "Declaration," applicable to the Property and recorded, or to be recorded, in the Recorder's Office of Ada County, and as the same may be amended and supplemented from time to time as therein provided, said Declaration being incorporated herein as if set forth in full.

(b) Fix, levy, collect, and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property of the Association; unpaid assessments shall constitute a lien upon the property against which the assessment has been levied.

(c) Acquire (by gift purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money and, with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members, provided that no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members; and

(g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act by law may now or hereafter have or exercise.

## ARTICLE V

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the Declaration, including contract sellers (the "Owners"), shall be a member of the Association. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the Declaration.

## ARTICLE VI

### VOTING RIGHTS

The Association shall have two (2) classes of voting membership, as follows:

Class A. Class A members shall be all Owners, with the exception of the Declarant (as "Declarant" is defined in the Declaration), and shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. The Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each lot owned. Class B membership shall cease and be converted to Class A membership at such time as ninety percent (90%) of the lots have been conveyed by deed to Owners other than Declarant, or on January 15, 2014, whichever is later. Voting rights with respect to lots annexed property shall be determined by the Declaration.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed initially by a board of five (5) directors, until the first annual meeting of the members. Directors need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Bryce L. Peterson	2417 Bank Drive, Suite 101 Boise, Idaho 83705
Steven M. Yates	2417 Bank Drive, Suite 101 Boise, Idaho 83705
Howard Jenkins	2417 Bank Drive, Suite 101 Boise, Idaho 83705
Trenna Peterson	2417 Bank Drive, Suite 101 Boise, Idaho 83705
Shirley A. Peterson	2417 Bank Drive, Suite 101 Boise, Idaho 83705

At the first annual meeting, the members shall elect one director for a term of one (1) year, two directors for a term of two (2) years, and two directors for a term of three (3) years. At

each annual meeting thereafter, the members shall elect directors to replace those whose terms have expired, and each director so elected shall be elected for a term of three (3) years.

## ARTICLE VIII

### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than one hundred percent (100%) of each class of members and with the prior written consent of the City of Boise. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the Fourth Judicial District of the State of Idaho, in and for Ada County, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE IX

### NONPROFIT LIMITATIONS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article IV hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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 provision of these Articles, the Association 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)(4) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code).

## ARTICLE X

### DURATION

The corporation shall exist perpetually.

ARTICLE XI

If HUD/VA financing is approved for any home in the subdivision, then as long as there shall be a Class B membership, HUD/VA must approve the annexation of additional property, mergers and consolidations, mortgaging or dedication of the Common Area or Common Facilities, dissolution and amendment of the Articles of Incorporation.

ARTICLE XII

AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership then existing.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 7 day of July, 1994.



Bryce L. Peterson  
2417 Bank Drive, Suite 101  
Boise, Idaho 83705

STATE OF IDAHO

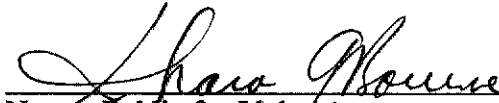
County of Ada

)  
) ss.  
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On this 7<sup>th</sup> day of July, 1994, before me, the undersigned, a Notary Public in and for said state, personally appeared Bryce L. Peterson, known to me to be the incorporator of the corporation who executed the instrument or that person who executed the instrument on behalf of the corporation and acknowledged to me that such corporation executed the same.

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

(SEAL)

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires 4-5-99