

ORIGINAL

ARTICLES OF INCORPORATION
OF

EAGLEFIELD ESTATES HOMEOWNERS ASSOCIATION, INC.

2008 JUN 16 AM 11:39

SECRETARY OF STATE
STATE OF IDAHO

FILED EFFECTIVE

The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), does hereby certify, declare and adopt the following Articles of Incorporation ("Articles").

ARTICLE I - NAME

The name of the corporation shall be Eaglefield Estates Homeowners Association, Inc. (hereinafter the "Corporation").

ARTICLE II - NONPROFIT STATUS

The Corporation shall be a nonprofit, membership corporation.

ARTICLE III - PERIOD OF DURATION

The period of existence and duration of the Corporation is perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Eagle, County of Ada, and in the State of Idaho. The address of the initial registered office is 6951 Duncan Lane, Boise, Idaho 83714, and the name of the initial registered agent at this address is David J. Elcox.

ARTICLE V - PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. The exercise of all the powers and privileges and the performance of all the duties and obligations of the Corporation as set forth in the Declaration of Covenants, Conditions and Restrictions for Eaglefield Estates Subdivision, recorded on the 12th day of June, 2008, in the official records of Ada County, Idaho as Instrument No. 108068699 (the "Declaration"), as amended from time to time.

B. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, subject only to limitations in the Bylaws and the Declaration and the amendments and supplements thereto.

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit.

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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 VI - LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII - MEMBERS

Each person or entity holding fee simple interest of record to a Lot (as defined in the Declaration) which is a part of the Eaglefield Estates Subdivision, and sellers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Lot located in the Eaglefield Estates Subdivision. Except for the Class B Member, there shall be one (1) membership in the Corporation for each Lot located in the Eaglefield Estates Subdivision. Members of the Corporation must be owners of Lots within the Eaglefield Estates Subdivision.

ARTICLE VIII - VOTING RIGHTS

The Corporation shall have two (2) classes of voting membership:

A. **Class A Members.** The Class A Members shall be owners of Lots within the Eaglefield Estates Subdivision, except for the Declarant(as defined in the Declaration). The Class A Members shall be entitled to one (1) vote for each Lot owned by such Class A Members on the day of the vote.

B. **Class B Member.** The Declarant shall be the Class B Member, and shall be entitled to ten (10) votes for each Lot owned by the Declarant within the Eaglefield Estates Subdivision. The Class B Member shall cease to be a voting Member in the Corporation and be converted to Class A membership on the happening of either of the following events, whichever occurs first: (1) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or (2) the expiration of ten (10) years from the date the first Lot within the Eaglefield Estates Subdivision is conveyed by the Declarant.

ARTICLE IX - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors no less than three (3) and shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected in the manner and for the term provided in the Bylaws of the Corporation (the "Association Bylaws").

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
David Elcox	6951 Duncan Lane, Boise, Idaho 83714
Peter Harris	6951 Duncan Lane, Boise, Idaho 83714
J.D. Simplot	6951 Duncan Lane, Boise, Idaho 83714

ARTICLE X - ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the Declaration and as otherwise set forth in the Association Bylaws.

ARTICLE XI - DISTRIBUTION ON DISSOLUTION

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 the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(12) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XII - INCORPORATOR

The name and street address of the incorporator is David Elcox, 6951 Duncan Lane, Boise, Idaho 83714.

ARTICLE XIII - BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Association Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors. Neither these Articles nor the Association Bylaws shall be amended or otherwise

changed or interpreted to be inconsistent with the Declaration of Covenants, Conditions and Restrictions for Eaglefield Estates Subdivision.

The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation:

DATED this 12 day of JUNE, 2008.



David Elcox, Director