

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BAYHILL SPRINGS HOMEOWNERS' ASSOCIATION, INC.

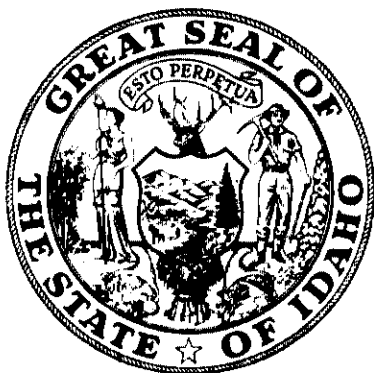
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

BAYHILL SPRINGS 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 November 21, 19 90



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

Nov 21 4 02 PM '90
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
BAYHILL SPRINGS HOMEOWNERS'
ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being each of us of full legal age and citizens of the United States and of the State of Idaho, do hereby certify that we have associated ourselves together for the purpose of forming a non-profit cooperative association or corporation under the laws of the State of Idaho pertaining thereto and hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is BAYHILL SPRINGS HOMEOWNERS' ASSOCIATION, INC., hereafter called the "Association."

ARTICLE II

The principal address and initial registered office of the Association is 10481 West Edna Street, Boise, Idaho 83704.

ARTICLE III

James Amyx, Jr., whose address is 10481 West Edna Street, Boise, Idaho 83704, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the residence lots within the following described real property, to-wit:

Bayhill Springs Unit #1 Subdivision, according to the official plat thereof on file in Book 58 of Plats, at Pages 5490 & 5491, records of Ada County, Idaho.

And further 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 this Association, including all additional units and phases of the Bayhill Springs Subdivision, for the purpose to:

4.1 Exercise all of the powers and privileges and to perform all of the duties and obligations of the Grantor as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter referred to as the "Declaration," applicable to the property and recorded in the office of the County Recorder of Ada County, Idaho, as Instrument No. 9062859, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

4.2 Fix, levy and collect payment of dues, to pay 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;

4.3 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;

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

4.5 Dedicate, sell or transfer all or any part of any 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. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members agreeing to such dedication, sale or transfer;

4.6 Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;

4.7 Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho have or exercise now or hereafter by law.

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 covenants of record is hereby a member of the Association. The foregoing is not intended to 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 covenants of record.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership.

Class A: The Class A Members, with the exception of Amyx, Bews and Smith Associates (during the period when Amyx, Bews and Smith Associates is a Class B Member). Each Class A Member shall be entitled to one (1) vote for each Lot owned. When more than one 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 vote be cast with respect to each Lot owned.

Class B: The sole Class B Member shall be Amyx, Bews and Smith Associates who shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be automatically converted to Class A membership and voting (one Class A membership for each Lot then owned) upon the happening of either of the following events, whichever occurs first:

(a) When the total votes outstanding in Class A memberships exceed the total votes outstanding in the Class B membership; or

(b) On July 1, 1998.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of three (3) such directors who must be members of the Association. The number of directors may be changed by amendment of the By-Laws 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 and who constitute the corporation's initial incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
James Amyx, Jr.	10481 West Edna Street Boise, Idaho 83704
Frank Varriale	10481 West Edna Street Boise, Idaho 83704
Burt Smith	10481 West Edna Street Boise, Idaho 83704

Directors may be elected at annual or special meetings of the Membership.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the unanimous assent given in writing and signed by all of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose 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 1 day of November, 1990.



JAMES AMYX, JR




FRANK VARRIALE



BURT SMITH

STATE OF IDAHO)
) ss
County of Ada)

I, the undersigned, a notary public for the State of Idaho, do hereby certify that on this 1 day of November, 1990, personally appeared before me JAMES AMYX, JR., FRANK VARRIALE and BURT SMITH, who, being by me first duly sworn, declared that they are the incorporators of BAYHILL SPRINGS HOMEOWNERS' ASSOCIATION, that they signed the foregoing document as such incorporators and that the statements therein contained are true.



Notary Public
Residing at: Boise, Id.
Comm. Expires: 7-19-92