

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

GARDEN GREEN OWNER'S ASSOCIATION, INC.

File number C 108728

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 GARDEN GREEN OWNER'S 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: December 28, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sipe*

Articles of Incorporation
Of
Garden Green Owner's Association, Inc.,

DEC 26 12 25 PM '94
SECRETARY OF STATE

In compliance with the requirements of the law of Idaho relating to nonprofit corporations and acts of amendatory and supplemental thereto, including particularly Title 30, Chapter 3, Idaho Code, the undersigned natural person, being of full age and a resident of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby as incorporator, adopt the following Articles of incorporation and certify:

Article I

Name

The name of the corporation is Garden Green Owner's Association, Inc., hereinafter called the "Association".

Article II

Nonprofit Corporation

This Association is a nonprofit corporation.

Article III

Duration

The duration of this Association shall be perpetual.

Article IV

Purpose and Powers of the Corporation

This Association shall be a nonprofit membership corporation. The purpose of the Association shall be to provide for the maintenance, preservation and control of certain improvements within the Common Area and other portions of Luxor Subdivision located in Ada County, Idaho, and to promote the recreation, health, safety and welfare of the members thereof, and for this purpose 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 the certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the 'Declaration', applicable to the property and recorded or to be recorded in the Office of the County Recorder of Ada County, Idaho at Boise, Idaho and as the

IDAHO SECRETARY OF STATE

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same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

b. Fix, levy, collect and enforce payment by any lawful means, all charges of 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;

c. Acquire (by gift, purchase or otherwise), own, sell, hold, improve, build upon, operate, maintain, convey, 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, mortgage, pledge, deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to those restrictions contained in the Declaration and any amendments thereto;

e. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, subject to those restrictions contained in the Declaration and any amendments thereto; and

f. Have and to exercise any and all powers, rights and privileges which a corporation organized under the laws for general nonprofit corporations in the State of Idaho by law may now or hereafter have or exercise.

Article V Membership

There shall be ten (10) members in the Association, which membership shall be evidenced by a certificate of membership or certificate of stock. Every person or entity who is a record owner of lots 2, 3, 4, 5, 7, 8, 10, 12, 13, and 14 within the subdivision as the term is defined in the Declaration of Covenants, Conditions, and Restrictions for this subdivision recorded with the Ada County Recorder shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest in a lot as security for the performance of an obligation. Membership shall be appurtenant to and shall not be separated from the ownership of any lot which is subject to assessment by the Association.

Article VI Voting Rights

Each member of the Association shall be entitled to one vote of the lot in which they hold the interest required for membership in accordance with the Declaration of Covenants, Conditions and Restrictions filed with the Ada County Recorder.

Article VII
Corporation Address

The Street address of the initial registered office of the Association shall be 2645 N. Cole Road, Boise, Idaho, 83704. The name of the initial registered agent shall be John M. Starr at the aforementioned street address.

Article VIII
Board of Directors

The initial Board of Directors shall be comprised of three (3) members, who need not be members of the Association. These Directors are:

Thomas J. Angstman, 11084 Sandhurst Dr., Boise, Idaho, 83709.
Tracey L. Humcke, 11084 Sandhurst Dr., Boise, Idaho, 83709.
Charles E. Clark, 163 E. Ridgeline Dr., Boise, Idaho, 83702.

Article IX
Incorporator

The name and street address of the incorporator is: Garden Green, L.L.C., 163 E. Ridgeline Dr., Boise, ID 83702.


Article X
Amendment of Articles

Amendments to these Articles of Incorporation shall require the assent of those members casting two-thirds (2/3) of the votes of the Association at any regular members' meeting of a special meeting called specifically for that purpose.

Article XI
Dissolution

If the Association is dissolved, the Common area and assets of the Association shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

IN WITNESS WHEREOF, for the purpose of forming this association under the laws of the State of Idaho, I, the undersigned incorporator of this Association, have executed these Articles of Incorporation this 28th day of December, 1994.

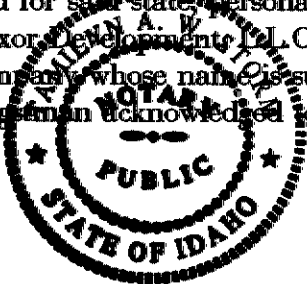

Garden Green L.L.C., by Luxor Development, L.L.C.,
the managing member, by Thomas J. Angstman,
member

STATE OF IDAHO)

)ss.

County of Ada)

On this 28 day of December, 1994, before me, the undersigned Notary Public in and for said state, personally appeared Thomas J. Angstman, known by me to be a member of Luxor Development, L.L.C., which is the managing member of Garden Green, L.L.C., the company whose name is subscribed to the within and foregoing instrument and Thomas J. Angstman acknowledged to me that he executed the same.




Notary Public for Idaho

Residing at

My Commission Expires

RESIDING IN EAGLE, IDAHO
MY COMM. EXP. 3-12-96.