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**ARTICLES OF INCORPORATION  
OF  
WYCLIFF ESTATES HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of the laws of Idaho relating to non-profit corporations, including particularly Section 30-3-17 of the *Idaho Code*, the undersigned, in order to form a non-profit corporation for the purposes hereinafter stated, do hereby, adopt the following Articles of Incorporation:

**ARTICLE I**

**Name of Corporation**

The name of the corporation shall be WYCLIFF ESTATES HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association."

**ARTICLE II**

**Office**

The initial principal office of the Association shall be located at 1755 No. Westgate Dr., Suite 225, Boise, Idaho 83704 and the initial registered agent at said address shall be DAN A. WESTMARK.

**ARTICLE III**

**Purpose and Powers of the Association**

The purposes of this Association shall be to provide for the maintenance, preservation, and control of the common areas within Wycliff Estates Subdivision, Ada County, Idaho and any additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation as provided in the Covenants referred to below, and to promote the recreation, health, safety, and welfare of the members hereof, and for these purposes 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 those certain Covenants, Conditions, and Restrictions,

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hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Recorder's Office of the County of Ada, Idaho, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference 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;

(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 in 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) Dedicate, sell, or transfer all or any part of the common areas, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members, subject to those restrictions contained in the Declaration and any amendments thereto;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or to annex additional residential property and common areas, subject to those restrictions contained in the Declaration and any amendments thereto;

(g) Fix and levy assessments in any manner authorized by section 30-3-17(5) of the Idaho Code and to secure the payment of any such assessment by the imposition of a lien against the real property to which membership rights are appurtenant; and

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

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## ARTICLE IV

### Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by the Declaration to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest in a lot merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Each member shall enjoy those property rights defined in the Declaration and amendments thereto. Members shall under no circumstances be personally liable for the liabilities and/or debts of the Association.

## ARTICLE V

### Voting Rights

For the voting purposes, the Association shall have two (2) classes of Members as follows:

(a) Class A Members. Owners other than the Grantor of the Declaration shall be known as Class A Members. Each Class A Member shall be entitled to cast one (1) vote for each Lot owned by such Class A Member on the date of the vote.

(b) Class B Members. The Grantor of said Declaration shall be known as the Class B Member, and shall be entitled to five (5) votes for each Lot of which Grantor is the Owner. The Class B Member shall cease and be converted automatically to a Class A Member upon the earlier occurrence of (i) when the total cumulative votes of the Class A Members equal or exceed the total votes of the Class B Member, or (ii) ten (10) years from the date on which the first Lot is sold to an Owner other than said Grantor.

## ARTICLE VI

### Board of Directors

The affairs of the Association shall be managed by a Board of three (3) Directors at meetings duly held pursuant to the Bylaws and at which a quorum is present in person or by proxy. After the filing of these Articles, the size of the Board may be changed from time to time by the enactment or amendment of an appropriate Bylaw in the manner set forth in said Bylaws. A quorum shall consist of a majority of the Directors.

The Board, by majority vote, shall elect and may remove any officer of the Association.

At the first annual meeting, the members shall elect one director for a term of one year, one director for a term of two years and one director a term of three years. At each annual meeting thereafter the members shall elect one director for a term of three years. Vacancies during the term shall be filled by the remaining directors.

The names and addresses of the individuals who will serve as the members of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DAN A. WESTMARK	1755 No. Westgate Dr., Suite 225 Boise, Idaho 83704
STEVE P. BENAD	1755 No. Westgate Dr., Suite 225 Boise, Idaho 83704
ALBERTA I. WESTMARK	1755 No. Westgate Dr., Suite 225 Boise, Idaho 83704

#### ARTICLE VII

##### Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) 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 the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. No part of the assets of such dissolved Association shall inure to the benefit of any member.

#### ARTICLE VIII

##### Duration

Subject to the provisions of Article VII, above, the corporation shall have a perpetual existence.

**ARTICLE IX**

**Incorporator**

The name and street address of the Incorporator of this Association is DAN A. WESTMARK whose address is 1755 No. Westgate Dr., Suite 225, Boise, Idaho 83704.

**ARTICLE X**

**Amendments**

Amendments of these Articles may only enacted in conformity with the provisions of Section 30-3-91 of the Idaho Code. These Articles or the Bylaws of the Association may only be amended by the vote of two-thirds (2/3) of the Directors or by the vote of two-thirds (2/3) of the members of the Association in accordance with Idaho law.

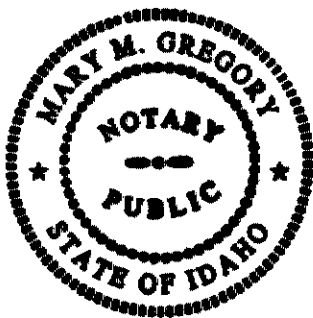
IN WITNESS WHEREOF, For the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation this 9<sup>th</sup> day of November, 1999.

  
DAN A. WESTMARK, Incorporator

STATE OF IDAHO            )  
                                  ) ss.  
County of Ada            )

On this 9th day of November, 1999, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DAN A. WESTMARK, known to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he executed the same.

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



Mary M. Gregory  
Notary Public for Idaho  
Residing at Meridian Idaho  
My commission expires: 07/31/04