



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

GOLDEN SPRINGS RANCH HOMEOWNERS' ASSOCIATION, INC.

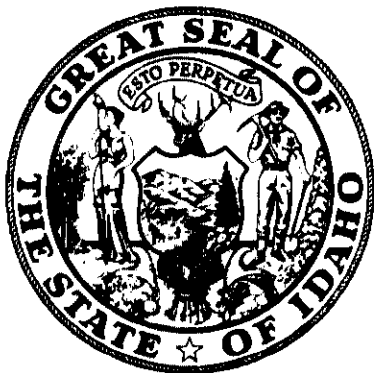
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

GOLDEN SPRINGS RANCH 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 August 21, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23

ARTICLES OF INCORPORATION

OF

30 AUG 21 AM 8 49

GOLDEN SPRINGS RANCH HOMEOWNERS' ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, That I, being a natural person of full age and a citizen of the United States, voluntarily form a not-for-profit cooperative association under the laws of the State of Idaho. I do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is: "Golden Springs Ranch Homeowners' Association, Inc.".

ARTICLE II

EXISTENCE

The period of existence and the duration of the life of this Corporation shall be perpetual.

ARTICLE III

STATUS

This Corporation shall be a non-profit cooperative association.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The registered agent shall be Clifton E. Jensen and the location and post office address of the registered office of this Corporation shall be Box 201, 151 North State Street,



Hepworth,
Nungester,
& Lezamiz

1 in the City of Hagerman, County of Gooding, State of Idaho,
2 83332.

3 **ARTICLE V**

4 **PURPOSE, NATURE AND OBJECTIVES OF THE ASSOCIATION**

5 The nature, purposes and objectives of this
6 residential real estate management association is to provide an
7 entity for the acquisition, construction, management,
8 maintenance and care of the Association's property, both real
9 and personal, and to own and operate such roads, water systems,
10 and water rights, community TV system, or other common
11 interests of the Association members.

12 This cooperative association (hereinafter referred to
13 as "the Association") shall perform such duties and functions
14 as are required by it to be performed pursuant to these
15 Articles of Incorporation and a certain Declaration of
16 Covenants, Conditions and Restrictions which shall be recorded
17 in the office of the County Recorder for Twin Falls County,
18 State of Idaho, for Golden Springs Ranch Homeowners'
19 Association, Inc., and shall be governed by the By-Laws adopted
20 by the two-thirds vote of the total membership of the
21 Association.

22 The Association shall have the power to have,
23 exercise and enforce all rights and privileges and to assume,
incur, perform and carry out and discharge all duties,
obligations and responsibilities of an association as provided
for by Idaho Law and as the Declaration of Covenants,



Hepworth,
Nungester,
& Lezamiz

1 Conditions and Restrictions require as they are originally
2 executed or as amended, if they are amended. The Association
3 shall have the power to adopt and enforce rules and regulations
4 covering the use of any "property", as that term is defined in
5 the Declaration of Covenants, Conditions and Restrictions, to
6 levy and collect the periodic and special assessments and
7 charges against the lots and the members thereof, and in
8 general to assume and perform all of the functions to be
9 assumed and performed by the Association as provided for in the
10 Declaration. It shall have the power to transfer, assign, or
11 delegate such duties, obligations or responsibilities to other
12 persons or entities as provided for and permitted by Idaho Law,
13 the Declaration, the Association's By-Laws or in an agreement
executed by the Association with respect thereto.

14 The Association shall actively foster, promote and
15 advance the interest of owners of lots within the "property".

16 ARTICLE VI

17 ADDITIONAL ASSOCIATION POWERS

18 In addition to the foregoing, where not inconsistent
19 with Idaho Law or the Declaration of Covenants, Conditions and
Restrictions, the Corporation shall have the following powers:

20 (1) The authority set forth in Title 30 of the Idaho
21 Code relating to the organization and conduct of
general business corporations.

22 (2) To buy, sell, acquire, hold or mortgage, or
23 enter into security agreements, pledge, lease,
assign, transfer, trade in and deal with all kinds of
personal property, goods, wares and merchandise of
every kind, nature and description.



Hepworth,
Nungester,
& Lezamiz

1 (3) To buy, sell, lease, let, mortgage, exchange or
2 otherwise acquire or dispose of lands, lots, houses,
3 buildings and other real property, hereditaments and
4 appurtenances of all kinds and wherever situated, and
of any interests and rights therein, to the same
extent as natural persons might or could do, and
without limit as to amount.

5 (4) To borrow money, draw, make, accept, enforce,
6 transfer and execute promissory note, debentures and
7 other evidences of indebtedness, and for the purpose
8 of securing any of its obligations or contracts, to
convey, transfer, assign, deliver, mortgage and/or
pledge all or any part of the property or assets,
real or personal, at any time owned or held by this
Corporation.

9 (5) To have one or more offices, to carry on all or
10 any part of its operations and business, to do all
11 and everything necessary, suitable, convenient or
12 proper for the accomplishment of any of the purposes
13 or the attainment of any one or more of the objects
14 herein named, or which shall at any time appear
15 conducive or expedient for the protection or benefit
of the Association, and which now or may hereafter be
authorized by law, and this to the same extent and as
fully as natural persons might or could do, as
principals, agents, contractors, trustees or
otherwise, and either alone or in connection with any
firm, person, association or corporation.

16 (6) The foregoing clauses are to be construed both
17 as objects and powers. As hereby expressly provided,
18 the enumeration herein of the objects, powers and
19 purposes shall not be held to restrict in any manner
20 the general powers of the Corporation. The
21 Corporation shall have the power to do all acts that
22 are necessary and convenient to obtain the objects
23 and purposes herein set forth to the same extent and
as fully as any natural person could or might do
within the framework of these Articles of
Incorporation and the general Corporation Laws for
the State of Idaho.

(7) Notwithstanding any of the foregoing to the
contrary, the Association shall perform only such
functions which will qualify it to be treated as a
"Homeowners Association" under Section 528 of the
1954 Internal Revenue Code as added by Section 2101
of the Tax Reform Act of 1976. The Association, by
and through its authorized officers, is specifically
authorized to make such election under Section 528 of



Hepworth,
Nungester,
& Lezamiz

1 the Internal Revenue Code as to qualify it as a
2 "Homeowners Association" as that Act exists at the
3 time of the execution of this document or as the same
4 shall be amended to include the requisitions
promulgated thereunder, to include all interpreted
governmental actions.

ARTICLE VII

MEMBERSHIP CERTIFICATES, VOTING POWER AND

DETERMINATION OF PROPERTY RIGHTS AND INTERESTS

7 Section 1. Each member shall be entitled to receive
8 a certificate of membership for each lot, or parcel thereof if
9 a lot is subdivided, which he owns pursuant to the Declaration
10 of Covenants, Conditions and Restrictions.

11 Section 2. The original number of memberships shall
12 be thirteen. The maximum number of memberships shall be set by
13 the By-Laws. The members of the Corporation must be, and
14 remain owners of lots or parcels of lots within the project
15 set forth in the Declaration of Covenants, Conditions and
16 Restrictions, to be recorded in Twin Falls County, State of
17 Idaho, and the Association shall include all owners of lots
18 within said project, except common areas which the Association
19 owns. If title to a lot or parcel of a lot is held by more
20 than one person, the persons owning said lots or a parcel
21 thereof will designate one of them as the "member" and that
22 person's name shall appear on the certificate and shall be
entitled to the voting rights created herein.

23 Section 3. No person or entity other than an owner
may be a member of the Association. A member shall not assign
or transfer his membership certificate except in connection



Hepworth,
Nungester,
& Lezamiz

1 with the transfer of his lot or portion thereof. Members shall
2 not have preemptive rights to purchase other memberships in the
3 Association or other lots within the development. If a lot is
4 subdivided, each parcel so subdivided shall obtain one
5 membership. If a member should purchase more than one parcel
6 of a lot so subdivided, said member shall only be entitled to
7 one membership for each parcel so owned.

8 ARTICLE VIII

9 ASSESSMENTS

10 Each member shall be liable for the payment of
11 periodic and special assessments as provided for in the
12 Declaration of Covenants, Conditions and Restrictions.

13 ARTICLE IX

14 BY-LAWS (ALTERATION, ADOPTION OR AMENDMENT)

15 The members are specifically empowered to draft such
16 By-Laws as are necessary to govern the internal affairs of this
17 association. The By-Laws of this association may be altered,
18 amended, or new By-Laws adopted at any regular or special
19 meeting of the Corporation called for that purpose by the
20 affirmative vote of two-thirds of the total membership.

21 ARTICLE X

22 AUTHORITY TO INCORPORATE BY REFERENCE

23 For the purpose of specifying in detail the rights,
responsibilities, duties and obligations of the Board of
Directors, the officers, employees and agents of the
Corporation and the members thereof, including the liability of



Hepworth,
Nungester,
& Lezamiz

1 the members for the payment of assessments, the By-Laws may
2 incorporate by reference the provisions of the Declaration of
3 Covenants, Conditions and Restrictions recorded in Twin Falls
4 County, State of Idaho, provided that a true and correct copy
5 of such Declaration of Covenants, Conditions and Restrictions
6 is attached to and made a part of the By-Laws of the
7 Corporation.

8 **ARTICLE XI**

9 **BOARD OF DIRECTORS**

10 The business and affairs of the Association shall be
11 managed and controlled by a Board of Directors. The original
12 Board of Directors shall be three (3) members; however, the By-
13 Laws of the Association, subject to the voting requirements
14 contained therein, may provide for an increase or decrease in
15 their number provided that the number of directors shall not be
greater than 9 or less than 3.

16 **ARTICLE XII**

17 **NAMES AND ADDRESSES OF DIRECTORS**

18 The original directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Melvin M. Melton	511 C Avenue Del Mar San Clemente, California 92672
Lena M. Melton	511 C Avenue Del Mar San Clemente, California 92672
Clifton E. Jensen	Box 201 151 North State Street Hagerman, Idaho 83332



Hepworth,
Nungester,
& Lezamiz

ARTICLE XIII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Melvin M. Melton	511 C Avenue Del Mar San Clemente, California 92672

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 16th day of August, 1990.

Melvin M. Melton
MELVIN M. MELTON

STATE OF Idaho)
County of Gooding) ss

On this 16th day of August, 1990, before me, the undersigned, a Notary Public in and for said County and State, personally appeared MELVIN M. MELTON, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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.

Suzanne K. Jensen
NOTARY PUBLIC FOR: Idaho .
Residing at: Paigeman .
Commission Expires 8-4-92 .

(WLN\901298AR.INC\ldz)



Hepworth,
Nungester,
& Lezamiz