

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

RIVER'S EDGE COMMUNITIES ASSOCIATION, INC.

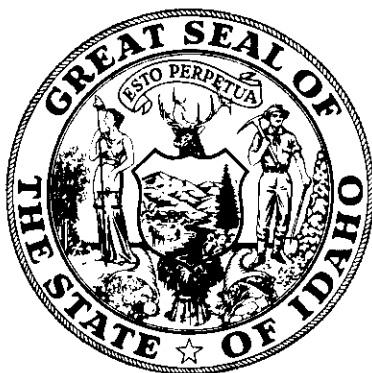
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

RIVER'S EDGE COMMUNITIES 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 July 2, 19 88.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

13972
MAY 2 2 47 PM '80

SECRETARY OF STATE
ARTICLES OF INCORPORATION

OF

RIVER'S EDGE CONDOMINIUMS ASSOCIATION, INC.

In compliance with the requirements of the laws of the State of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly, Idaho Code, Title 30, Chapter 10, the undersigned, 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 AND ADDRESS

The name of the Corporation shall be "River's Edge Condominiums Association, Inc.". The business address and registered office of the Corporation shall be 412 East 41st Street, P.O. Box 8897, Boise, Idaho 83707.

ARTICLE II
NONPROFIT CORPORATION

This Corporation shall be a nonprofit, membership corporation.

ARTICLE III
DURATION

The period of duration of this Corporation shall be perpetual.

ARTICLE IV
PURPOSE AND POWERS

1. This Corporation (hereinafter referred to as the "Association") is formed to be a management body, as permitted by the provisions of the Idaho Condominium Property Act, Idaho Code, Title 55, Chapter 12, for the operation of "River's Edge Condominiums", hereinafter referred to as the "Property".

2. The Association shall exercise all powers and perform all duties imposed upon it by the River's Edge Condominiums Declaration of Covenants, Conditions and Restrictions, hereinafter referred to as the "Declaration", and as the same may be amended from time to time, which shall be executed by Littletree Development Corporation, an Idaho corporation. The Declaration delegates and authorizes the

Association to exercise certain functions as a management body and shall be recorded in the Office of the County Recorder, Valley County, State of Idaho, together with a certified copy of the Articles attached thereto.

3. The specific purposes for which the Association is formed are to provide for the administration, operation, management, maintenance, preservation and control of River's Edge Condominiums.

4. In furtherance of the foregoing purposes, the Association shall have the power to:

- (a) Prepare and promulgate By-Laws for the execution of its powers and duties. Such By-Laws shall have full force and effect in every way not inconsistent with these Articles, the Declaration, the Idaho Condominium Property Act, or the Idaho Nonprofit Corporation Act;

- (b) Operate and maintain all Common Areas in the Property, fix assessments to be levied against Condominiums in the Property, and enforce any and all rights, easements, covenants, conditions and restrictions applicable to the Property;

- (c) 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 imposed against the property of the Association;

- (d) Transfer, assign or delegate such duties, obligations and responsibilities to other persons or entities as provided for in the Idaho Condominium Property Act, the Declaration or in an agreement executed by the Association with respect thereto;

- (e) Acquire, by gift, purchase, lease or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

- (f) 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;

- (g) Have and to exercise any and all the common law and statutory powers of a corporation not for profit organized under the laws of the State of Idaho not in conflict with the terms of these Articles;

- (h) Carry on any activity whatsoever, either as principal agent or partner, which the Association may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of the Association in the promotion of the common benefit and enjoyment of the community of residents of the Property.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms and provisions of any other clause, but shall be regarded as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not engage in activities which are not in furtherance of the purposes set forth in this Article IV. Nothing contained in the foregoing statement of purposes shall be construed to authorize the Association to carry on any activities for the profit of its Members or to distribute any gains, profits, or dividends to any of its Members as such.

ARTICLE V MEMBERSHIP

1. Every person or entity who is a record owner, including contract sellers, of a fee or undivided fee interest in any Condominium within the Property shall by, virtue of such ownership, be a Member of the Association. When more than one person or entity holds such an interest in any Condominium, all such persons or entities shall be Members in the same proportionate interest and same type of tenancy as title to the Condominium held. The foregoing is not intended to include persons or entities who hold an interest merely as security for performance of an obligation.

2. Membership shall be appurtenant to and may not be separated from ownership of any Condominium subject to assessment by the Association. Provided, however, that the rights of membership may be assigned as further security for a loan secured by a lien on a Condominium. Such ownership of any such Condominium shall be the sole qualification for being a Member, and shall automatically terminate and lapse when such ownership in said Condominium shall terminate by sale or transfer of title to the Condominium.

3. The Association shall maintain a membership list and shall issue evidence of membership in the form and manner provided for in the By-Laws.

ARTICLE VI VOTING RIGHTS

1. The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Condominium owned. When more than one person holds an interest in any Condominium, all such persons shall be Members. The vote for such Condominium shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Condominium.

Class B. The Class B member (s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Condominium owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on August 27, 1983.

2. Voting by proxy shall be permitted; provided, proxies shall not be valid for a period in excess of eleven (11) months from the date of execution and shall automatically terminate if the Grantor of the proxy ceases to be a Member of the Association. Any proxy shall be revocable at the pleasure of its Grantor.

3. The Association may suspend any Owner's voting rights in the Association during any period or periods in which such Owner fails to comply with his obligations as set forth in the Declaration or the By-Laws.

4. Any specific voting requirements which require special action of the membership, as contained in the Declaration, are incorporated herein by reference.

ARTICLE VII BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of at least three (3) Directors, who need not be Members of the Association, at meetings duly held pursuant to the By-Laws and at which a quorum is present in person or by proxy. The number of Directors may be increased as provided for in the By-Laws.

ARTICLE VIII INCORPORATOR AND INITIAL REGISTERED AGENT

Littletree Development Corporation, whose address is P.O. Box 8897, Boise, Idaho 83707, is the incorporator, and Earl T. Grossaint, whose address is 412 East 41st St., Boise, Idaho 83707, is hereby appointed the initial registered agent of this Association.

The names and address of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Earl T. Grossaint	P.O. Box 8897, Boise, Idaho 83707
R. Dean Hoff	P.O. Box 8897, Boise, Idaho 83707
Douglas Tamura	P.O. Box 8897, Boise, Idaho 83707

ARTICLE X

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in said By-Laws. Provided, that prior to the time that the Declaration is filed of public record, said first Board of Directors shall have full power to amend, alter or rescind said By-Laws by a majority vote. The By-Laws may incorporate by reference the provisions of the Declaration.

ARTICLE XI

AMENDMENTS TO ARTICLE

Amendments to these Articles shall require the assent of those Members casting two-thirds (2/3) of the votes at any regular membership meeting called specifically for that purpose.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Idaho, I, the undersigned, constituting the incorporator of this corporation have executed these Articles of Incorporation, this

1st day of May, 1980.

LITTLETREE DEVELOPMENT CORPORATION

By:

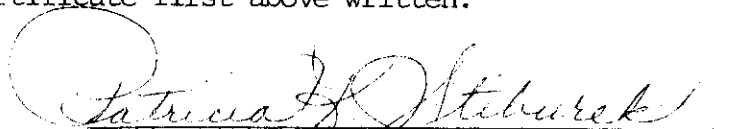


Earl T. Grossaint, Vice President

STATE OF IDAHO)
) ss.
County of Ada)

On this 1st day of May, 1980, before me, the undersigned, a Notary Public in and for said State, personally appeared Earl T. Grossaint known to me to be the Vice President of Littletree Development Corporation and acknowledged to me that he executed the foregoing on behalf of said corporation.

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



Notary Public for the State of Idaho
Residing at Boise, Idaho