

State of Idaho



CERTIFICATE OF INCORPORATION OF

LONDONER COMMONS 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 _____

LONDONER COMMONS 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 18, 1983.

The signature of Pete T. Cenarrusa, Secretary of State, written in cursive script.
SECRETARY OF STATE

Corporation Clerk



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ARTICLES OF INCORPORATION
DEPARTMENT OF
OF STATE
LONDONER COMMONS HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be LONDONER COMMONS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as "Association".

ARTICLE II

TERM

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

ARTICLE III

NONPROFIT

This corporation shall be a nonprofit, membership corporation.

ARTICLE IV

REGISTERED AGENT

The location and street address of the initial registered office of this corporation shall be P.O. Box 707, Ketchum, Idaho 83340 and C. JULIAN RAY is hereby appointed the initial registered agent of the Association.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This corporation 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 residential Lots and Common Area within that certain tract of real property described as follows:

Lots 1 and 13 through 21, Block One; Lots 1 through 15 and 30 through 35, Block Two and Lots A and B; Londoner Commons Subdivision No. 1, a subdivision located in Section 14 and Section 23, T3N, R2E, Boise Meridian, Ada County, Idaho, per subdivision plat recorded as Instrument No. 8361044 in the Office of the County Recorder of Ada County, Idaho, pursuant to the Declaration of Covenants, Conditions and Restrictions for Londoner Commons Homeowners Association ("Declaration").

and to promote the health, safety and welfare of the residents within the above described property for this purpose to:

5.1 Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may

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

5.2 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 separately levied or imposed against the property of the Association;

5.3 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;

5.4 Borrow money, with the assent of two-thirds (2/3) of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5.5 Dedicate, sell or transfer all or any part of the 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 each class of members, agreeing to such dedication, sale or transfer;

5.6 Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members;

5.7 Have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Idaho by law may now or hereafter have or exercise, subject only to limitations contained in the By-Laws and the Declaration, and the amendments and supplements thereto.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject to the Declaration (including contract sellers) shall be 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 the Declaration.

ARTICLE VII
VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

7.1 Class A Members. Class A Members shall be all Owners of Units, other than Declarant, and shall be entitled to one (1) vote for each such Lot owned. When more than one person or entity holds an interest in such Lots, the vote for such Lot shall be exercised as they so determine, but in no event shall a fractional vote or more than one (1) vote for any such Lot be cast.

7.2 Class B Member. The Class B Member shall be the Declarant. Upon the sale of the first Lot to an Owner, Declarant shall be entitled to three (3) votes for each Lot owned by Declarant in the Properties. The Class B membership shall cease and be converted to Class A membership upon the happening of the earlier of the following events:

7.2.1 When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

7.2.2 On January 1, 1989.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board

of three (3) directors, who need not 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 are:

C. Julian Ray	P.O. Box 707 Ketchum, ID 83340
Martin J. Igo	5400 Franklin Road Boise, ID 83705
Donald Brown	10 South Cole Road Boise, ID 83709

At the first annual meeting the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years.

ARTICLE IX

ASSESSMENTS

Each Member shall be liable for the payment of assessments as provided for in the Declaration and for the payment and discharge of the liabilities of the Association, as provided for in the Declaration and as set forth in the By-Laws of the Association.

ARTICLE X

BY-LAWS

The By-Laws of this corporation may be altered, amended or

new By-Laws adopted by any regular or any special meeting of the corporation called for that purpose by the affirmative vote of two-thirds (2/3) of the membership.

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 Association and the Members for the payment of assessments, the By-Laws may incorporate by reference the provisions of the Declaration.

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the unanimous assent given in writing by each member, or at a meeting of members called for that purpose upon the affirmative vote of two-thirds (2/3) of each class of 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

AMENDMENTS

Amendment of these Articles shall require the assent of not less than seventy-five percent (75%) of the entire membership of the Association and no amendment which is inconsistent with the provisions of the Declaration shall be valid.

ARTICLE XIII

MEANING OF TERMS

All terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration.

ARTICLE XIV

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XV

Mary J. Allen whose street address is 802 West Bannock, Boise, Idaho 83701, shall be the incorporator of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 18th day of November, 1983,

MARY J. ALLEN