

FILED EFFECTIVE
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ARTICLES OF INCORPORATION
OF
GEE SUBDIVISION HOMEOWNERS, LTD.

SECRETARY OF STATE
STATE OF IDAHO

The following Articles of Incorporation are hereby adopted pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, by two incorporators, both of whom are citizens of the United States:

1. Name. The name of the corporation is:

Gee Subdivision Homeowners, Ltd.

2. Duration. The corporation shall have perpetual duration.

3. Purposes. The corporation is formed exclusively as a Homeowners Association, and specifically a residential Real Estate Management Association, for those persons now or hereafter owning residential lots in the contemplated subdivision in Teton County, Idaho, to be known as **Gee Subdivision**, on property owned by GEE HERITAGE LLC, an Idaho Limited Liability Company, the property is described in a Grant Deed from Kerry & Kathleen Gee Living Trust to Gee Heritage LLC, subject to a Real Estate Mortgage. A copy of that Grant Deed is attached hereto as Exhibit "A". A subdivision Plat ("Plat") and Declaration of Covenants, Conditions and Restrictions for Gee Subdivision ("Declaration"), shall be completed, approved and recorded. Corporation shall operate as an organization exempt from income taxes in accordance with the requirements of Internal Revenue Code § 528, applying to a Real Estate Management Association, as now existing and as hereafter amended. Specific requirements for the corporation are that:

A. The corporation is organized and operated to provide for the acquisition, construction, management, maintenance, and care of the common property in the subdivision owned by the corporation, which specifically includes private roads within the subdivision to be known as West Moffat, North Lee, East Moffat, and South Lee; an

IDAHO SECRETARY OF STATE
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1.92 acre open space as a park in Block 4; 15' utility easement; appurtenant easements on adjoining property to the West for drainage ditch and berm, and to restrict open space for the benefit of the Gee Subdivision, for crop production and pasture on 33.65 adjoining acres owned by Kerry & Kathleen Gee Living Trust; a water system to irrigate the park and a fire control system serving the subdivision.

B. Each of the twenty-eight platted Lots in the subdivision may only be sold for and used by owners for improvement and use as a single family residence, including uses incidental thereto, as provided in the protective covenants in the recorded Declaration.

C. To amend and enforce protective covenants which shall restrict and control uses of and maintenance of the property, including individual platted Lots owned by homeowners in the subdivision, and the common properties owned by the corporation.

D. To function, through its Board of Directors, or by vote of its Members, as a Design Committee, or to designate three or more Members as such Committee.

4. No Capital Stock. The corporation shall have no capital stock.

5. Members, Voting and Dissolution. This is a non-profit membership corporation.

A. There are twenty-eight residential Lots in the subdivision with one Member for each lot.

B. The owner of a lot is automatically a Member of Corporation with one vote for that lot.

C. When lot ownership is changed, the Member is automatically changed to the new owner.

D. The owner of a lot may include multiple persons. These persons shall decide how the one vote for that lot and its companion Member will be exercised.

E. Until all Lots are sold, each of the four Member Managers of GEE HERITAGE LLC shall be deemed a Member of this corporation as to those of seven Lots not yet sold with one vote for each such lot. Those Member Managers shall have equal votes among themselves as to unsold Lots until all Lots are sold.

F. Each Member has one-vote for the one lot owned on all corporate questions.

G. On dissolution, net assets will be distributed equally to the Members.

6. Assessments. Each Member shall become liable to Corporation for dues, assessments and fees. Assessments therefore shall be made at least annually, on a per lot equal basis, as determined by the Board of Directors or the Members, to provide funds for the exempt functions of the Corporation. Assessments for each lot shall be owed by the Member who owns the Lot at the time assessed and shall be a lien against the lot to secure payment of the assessment.

7. Registered Agent and Office. The name of the initial registered agent, the mailing address and the physical address of the initial registered office of the corporation, are:

**Sherrie Marlene King
4846 Wind River Drive
Idaho Falls, ID 83401**

8. Directors. The initial Board of Directors shall consist of four directors whose names and addresses are as follows:

**Stephen Kerry Gee
3627 Wild View Drive
Fort Collins, CO 80528**

**Michael Stanley Gee
444 East 1050 North
Springville, UT 84663**

**Sherrie Marlene King
4846 Wind River Drive
Idaho Falls, ID 83401**

**Mark Davis Gee
1128 West Wimbledon Ridge Lane
West Jordan, UT 84084**

Hereafter Directors in a number determined by the Members shall be selected from among Members at the annual meeting of Members.

Each Member Manager of the GEE HERITAGE LLC shall be designated by it to be a Member as to one or more unsold Lots of corporation with or near as feasible an equal division among Members of the LLC. The Members or Corporation may, from time to time, increase or decrease the number of Directors, within the applicable statutory requirement, which in Idaho

Code § 30-3-65 now requires a minimum of three Directors and shall determine the terms of service.

9. Officers. Corporation shall have a President, Vice-President, Secretary and Treasurer, (or Secretary-Treasurer), to be elected from among the Directors at the annual meeting of the Members and Directors. The following officers currently serve in the Homeowners Association and shall continue to serve in the Corporation until the next meeting of the Members and Directors:

Mark Davis Gee	President
Stephen Kerry Gee	Vice-President
Sherrie Marlene King	Secretary
Michael Stanley Gee	Treasurer

10. Incorporators. The names and addresses of the incorporators are:

Stephen Kerry Gee 3627 Wild View Drive Fort Collins, CO 80528	Michael Stanley Gee 444 East 1050 North Springville, UT 84663
Sherrie Marlene King 4846 Wind River Drive Idaho Falls, ID 83401	Mark Davis Gee 1128 West Wimbledon Ridge Lane West Jordan, UT 84084

The incorporators are all the Member Mangers of GEE HERITAGE LLC, and thus shall each be a Member of Corporation on filing of these Articles.

11. Net Earnings. No part of the net earnings of the corporation shall inure (other than by acquiring, constructing, or providing management, maintenance, and care of the corporation property, and other than by a rebate of excess membership dues, fees, or assessments) to the benefit of any private member, director, officer, or individual. The corporation shall be authorized and empowered to pay reasonable compensation for services rendered to corporation for exempt functions and to make payments and distributions in furtherance of the exempt purposes of corporation.

for exempt functions and to make payments and distributions in furtherance of the exempt purposes of corporation.

12. Restrictions and Requirements. The following restrictions and requirements apply:

A. Sixty per cent (60%) or more of the gross income of corporation for a taxable year must consist solely of amounts received as membership dues, fees or assessments from owners of residences or residential Lots in the subdivision.

B. Ninety per cent (90%) or more of the expenditures of corporation for a taxable year must be for the acquisition, construction, management, maintenance, and care of corporation property.

C. Corporation property shall be construed to include residential Lots only for the following purposes and under the specified conditions:

[1] Only for the enforcement of protective covenants in the Declaration as to exterior appearance of residences, and conditions of Lots and other buildings on Lots, and compliance with restrictions on uses of Lots, which enforcement may include corrective repairs or maintenance and expenses to enforce use restrictions, charged to a Lot Owner in default;

[2] Reimbursement shall be sought against the offending Lot Owner; and

[3] There shall be a pro rata (equal by Lots) mandatory assessment (at least once a year) on all members for the expenses, less recovery against offending Lot Owners, for such purposes.

D. Corporation, by its officers, shall elect for each taxable year to have Internal Revenue Code § 528 apply to corporation for that year.

13. By-Laws. The Members of the Corporation may but are not obligated to adopt By-Laws. Unless and until By-Laws are adopted these Articles of Incorporation, the recorded Declaration and the recorded Plat, along with applicable law, shall govern the operation of the Corporation.

14. Indemnity. The Corporation shall indemnify its officers and directors as to all matters to which it may indemnify them against liability under Idaho Code § 30-1-851.

DATED This 11 day of December, 2007.

Stephen Kerry Gee
STEPHEN KERRY GEE

Acknowledgment

STATE OF COLORADO,)
 ss.
County of Larimer)

On this 11th day of December, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared STEPHEN KERRY GEE, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

Notary Public for Colorado
Residing at Fort Collins
My Commission expires: 5/30/2011



DATED This 1st day of December, 2007.

[Handwritten Signature]

SHERRIE MARLENE KING

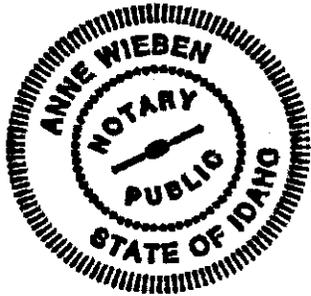
Acknowledgment

STATE OF IDAHO,)

ss.

County of MAADISON .)

On this 7th day of December, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared **SHERRIE MARLINE KING**, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.



[Handwritten Signature]
Notary Public for Idaho
Residing at Rigny
My Commission expires: 7/27/2013

DATED This 10 day of December, 2007.

Michael Stanley GEE
MICHAEL STANLEY GEE

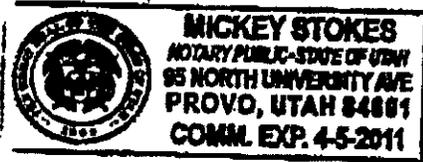
Acknowledgment

STATE OF UTAH,)
 ss.
County of Utah,)

On this 10 day of December, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared MICHAEL STANLEY GEE, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

Mickey Stokes

Notary Public for Utah
Residing at Provo
My Commission expires: 4-5-2011



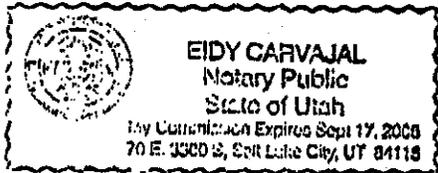
DATED This 7 day of December, 2007.

Mark Davis GEE
MARK DAVIS GEE

Acknowledgment

STATE OF UTAH,)
 ss.
County of SALT LAKE)

On this 07th day of December, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared MARK DAVIS GEE, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.



Eidy Carvajal
Notary Public for Utah
Residing at Salt Lake, UTAH
My Commission expires: Sep 17, 2008