

2005 NOV 29 PM 1:15

ARTICLES OF INCORPORATION
OF THESECRETARY OF STATE
STATE OF IDAHOPROFIT WEST PARK SUBDIVISION HOMEOWNERS'
ASSOCIATION, INC.IDAHO SECRETARY OF STATE
11/29/2005 05:00
CK: 26741 CT: 194556 BH: 924178
1 @ 30.00 = 30.00 INC NONP # 2
1 @ 20.00 = 20.00 NON EXPEDI # 3

C/63642

The undersigned, in compliance with the requirements of the Idaho Code, has this day formed a corporation not for profit and does hereby certify:

ARTICLE I
NAME OF CORPORATION

The name of the corporation is the Proffit West Park Subdivision Homeowners' Association, Inc., hereafter called the "Association."

ARTICLE II
REGISTERED OFFICE

The initial registered office of the Association is located at 837 W. Two Rivers Lane, Eagle, Idaho 83616.

ARTICLE III
REGISTERED AGENT

Eric C. Pollock is hereby appointed the initial registered agent of this Association.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association is a nonprofit corporation. The general purposes for which it is formed are to provide for maintenance and preservation of the residential lots and common area within that certain tract of property commonly known as the Proffit West Park Subdivision according to the plat thereof filed in the official records of Ada County, Idaho, hereinafter called the "Property", and to promote the health, safety and welfare of the residents within the Property. The Association may take any action necessary to 1) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions For Proffit West Park Subdivision, hereinafter called the "Declaration," applicable to the Property and recorded in the official records of Ada County, Idaho, and 2) exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise.

ARTICLE V
MEMBERSHIP AND VOTING RIGHTS

Membership in the Association and the voting rights associated therewith shall be as enunciated in the Declaration.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of at least three (3) but no more than five (5) directors who need not be members of the Association. Initially, the board shall consist of three (3) directors. The number of directors may be changed by amendment of the Association's by-laws. The

names and addresses of the persons who are to act in the capacity of the directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Kathryn Dinubilo	250 N. Latah Street Boise, Idaho 83706
Michelle Burgad	226 N. Latah Street Boise, Idaho 83706
Caroline Hegarty	214 N. Latah Street Boise, Idaho 83706

At the first annual meeting, and at all annual meetings thereafter, the members shall elect all directors for a term of one (1) year.

ARTICLE VII DISSOLUTION

The Association may be dissolved by a unanimous vote of the members at a duly noticed meeting. 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 exclusively to such similar purposes. No part of the monies, properties or assets of the Association, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or member of the Association.

ARTICLE VIII DURATION

The corporation shall exist perpetually.

ARTICLE IX AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the members.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Idaho, I, the undersigned, the incorporator of this Association, have executed these Articles of Incorporation this 22 day of November, 2005.



Eric C. Pollock
837 W. Two Rivers Lane
Eagle, Idaho 83616