



CERTIFICATE OF INCORPORATION
OF

KIMBERLAND MEADOWS PROPERTY OWNER'S ASSOCIATION, INC.

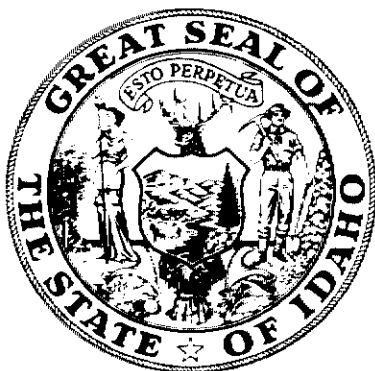
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

KIMBERLAND MEADOWS PROPERTY OWNER'S 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 January 18, 19 82.



SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION

SECRETARY OF
STATE

KIMBERLAND MEADOWS PROPERTY OWNERS' ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 3, Sections 30-301 et seq. We do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is: KIMBERLAND MEADOWS PROPERTY OWNER'S ASSOCIATION, INC. (hereinafter referred to as the "Association" or the "Corporation.")

ARTICLE II

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

ARTICLE III

This Corporation shall be a nonprofit membership Corporation.

ARTICLE IV

The principal office of this Corporation shall be located at the junction of Highways 95 and 55, P.O. Drawer "C", New Meadows, Idaho (83654), and the name of the registered agent at that address shall be JACK R. KUHN.

ARTICLE V

All the words and terms which are capitalized herein shall have the same meaning and definition as contained in Article I of the Declaration of Protective Covenants, Conditions and Restrictions, Kimberland Meadows, Phase I, which definitions are incorporated herein by reference. The specific purposes for which this Corporation is formed are to provide for the maintenance, preservation and architectural control of the residence Lots and Common Properties within that certain tract of property described as the Existing Property, Kimberland Meadows Subdivision; and to promote the health, safety and welfare of the residents within the abovescribed property and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation, and for these purposes, the Corporation shall have the power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declarations applicable to the property and recorded in the office of the Adams County Recorder, and as the same may be amended from time to time as therein provided, said Declarations being incorporated herein as if set forth at length.

1 (b) fix, levy, collect and enforce payment by any lawful
2 means, all charges or assessments pursuant to the terms of the
3 Declarations; to pay all expenses in connection therewith and all
4 office and other expenses incident to the conduct of the business
5 of the Association, including all licenses, taxes or governmental
6 charges levied or imposed against the property of the Association;

7 (c) acquire (by gift, purchase or otherwise), own, hold,
8 improve, build upon, operate, maintain, convey, sell, lease,
9 transfer, dedicate for public use or otherwise dispose of real or
10 personal property in connection with the affairs of the Association;

11 (d) prosecute and defend lawsuits and pay all fees and
12 expenses in connection therewith;

13 (e) borrow money, and with the assent of two-thirds (2/3)
14 of each class of membership, mortgage, pledge, deed in trust or
15 hypothecate any or all of its real or personal property as security
16 for money borrowed or debts incurred;

17 (f) dedicate, sell or transfer all or any part of the Common
18 Properties to any public agency, authority or utility for such
19 purposes and subject to such conditions as may be agreed to by the
20 members. No such dedication or transfer shall be effective unless
21 an instrument has been signed by two-thirds (2/3) of each class of
22 membership agreeing to such dedication, sale or transfer;

23 (g) participate in mergers and consolidations with other
24 nonprofit corporations organized for the same purposes or annex
25 additional residential property and Common Properties, provided
26 that any such merger, consolidation or annexation shall have the
27 assent of two-thirds (2/3) of each class of membership;

28 (h) have and to exercise any and all powers, rights and
29 privileges which a corporation organized under the Nonprofit
30 Corporation Law of the State of Idaho by law may now or hereafter
31 have or exercise.

32 ARTICLE VI

33 This Corporation does not contemplate pecuniary gain or profit
34 to the members thereof. No part of the net earnings of the Corp-
35 oration shall inure to the benefit of, or be distributable to,
36 its members, directors, officers or other private persons, except
37 that the Corporation shall be authorized and empowered to pay
38 reasonable compensation for services rendered and to make payments
39 and distributions in furtherance of the purposes set forth in
40 Article V hereof. No substantial part of the activities of the
41 Corporation shall be the carrying on of propaganda or otherwise
42 attempting to influence legislation, and the Corporation shall not
43 participate in or intervene in (including the publishing or dis-
44 tribution of statements) any political campaign on behalf of any
45 candidate for public office. Notwithstanding any other provision
46 of these articles, the Corporation shall not carry on any other
47 activities not permitted to be carried on by a corporation exempt
48 from federal income tax under Section 501(c)(7) of the Internal
49 Revenue Code of 1954 (or the corresponding provision of any future
50 United States Internal Revenue Law).

51 ARTICLE VII

52 Upon the dissolution of the Corporation, the board of directors

1 shall, after paying or making provision for the payment of all of
2 the liabilities of the Corporation, dispose of all of the assets
3 of the Corporation exclusively for the purposes of the Corporation
4 in such manner, or to such organization or organizations organized
5 and operating exclusively for charitable, educational, religious
6 or scientific purposes as shall at the time qualify as an exempt
7 organization or organizations under the Internal Revenue Code of
8 1954 (or the corresponding provision of any future United States
9 Internal Revenue Law), as the board of directors shall determine.
10 Any such assets not so disposed of shall be disposed of by the
11 District Court of the Third Judicial District of the State of
12 Idaho, in and for Adams County, exclusively for such purposes or
13 to such organization or organizations as said Court shall determine,
14 which are organized and operated exclusively for such purposes.

15 ARTICLE VIII

16 Every person or entity who is a record owner of a fee or
17 undivided fee interest in any Lot which is subject by covenants
18 of record to assessment by the Association, including contract
19 sellers, shall be a member of the Association. The foregoing is
20 not intended to include persons or entities who hold an interest
21 merely as security for the performance of an obligation. Member-
22 ship shall be appurtenant to and may not be separated from owner-
23 ship of any Lot which is subject to assessment by the Association.

24 ARTICLE IX

25 The Association shall have two classes of voting membership:

26 Class A. Class A members shall be all Owners with the
27 exception of the Developer and shall be entitled to one (1) vote
28 for each Lot owned. When more than one person holds an interest
29 in any Lot, all such persons shall be members. The vote for such
30 Lot shall be exercised as they among themselves determine, but in
31 no event shall more than one vote be cast with respect to any
32 such Lot.

33 Class B. The Class B membership shall consist of the Develop-
34 er who shall be entitled to three (3) votes for each Lot owned.
35 The Class B membership shall cease and be converted to Class A
36 membership on the happening of either of the following events,
37 whichever occurs first:

38 (a) when the total votes outstanding in the Class A member-
39 ship equal the total votes outstanding in the Class B membership;
40 or

41 (b) on June 1, 1986.

42 For the purpose of determining the total number of votes outstand-
43 ing in the Class A and Class B memberships at any given time,
44 additional lands brought within the jurisdiction of the Association
45 pursuant to the terms of the Declarations shall be counted.

46 ARTICLE X

47 Each member shall be liable for the payment of the assessments
48 provided for in the Declarations.

49 ARTICLE XI

50 The affairs of this Corporation shall be managed and conducted

by a Board of Directors of not less than three (3) persons to be elected by the members. The exact number of persons to serve on such Board shall be specified in the bylaws. Directors need not be Owners, and the number of directors may be changed from time to time by amendment of the bylaws. The initial Board of Directors shall serve until seventy-five percent (75%) of the Lots in the Kimberland Meadows Subdivision (including any additional lands brought within the jurisdiction of the Association pursuant to the terms of the Declaration) are sold by the Developer, or until June 1, 1986, whichever occurs first. The names and post office addresses of the incorporators of this Corporation who are also to act in the capacity of directors until the first election of directors are:

JACK R. KUHNS

P.O. Box 266
New Meadows, Idaho 83654

DEL GEDDES

P. O. Drawer C
New Meadows, Idaho 83654

LARRY SIMONSON

P.O. Box 769
Smith River, California 95567

ARTICLE XII

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

IN WITNESS WHEREOF, for the purpose of forming this Corporation, under the laws of the state of Idaho, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 12th day of January 1983.

J. R. Kuhns
JACK R. KUHNS

Del Geddes
DEL GEDDES

Larry Simonson

State of California

County of Del Norte ss.

On this 12th day of January, in the year 1983, before me, Kathleen A. Aitchison, Notary Public, personally appeared _____

Larry Simonson, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to this instrument, and acknowledged that he (she or they) executed it.

WITNESS my hand and official seal.

Kathleen A. Aitchison
Notary Public in and for said state

