

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CREST WOOD ESTATES HOMEOWNER'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 _____

CREST WOOD ESTATES HOMEOWNER'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 July 23, 19 90



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth Basala

Corporation Clerk

JUL 23 10 55 AM '90
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

CREST WOOD ESTATES HOMEOWNER'S ASSOCIATION, INC.
A Nonprofit Corporation

In compliance with the requirements of Title 30, Chapter 3, Idaho Code, the undersigned, all of whom are residents of Ada County, State of Idaho, and all of whom are of majority age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of this corporation is Crest Wood Estates Homeowner's Association, Inc. hereinafter called the "Association."

ARTICLE II

The principal office of the Association is as follows:
c/o Jeff Dalling, 1388 West Crest Wood Drive, Meridian,
Idaho 83642.

ARTICLE III

Jeff Dalling, whose address is 1388 West Crest Wood Drive, Meridian, Idaho 83642, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof. The purposes of the Association are to provide for the maintenance, preservation and aesthetic enhancement of the residence lots and the Common Area within that certain tract of property described as:

All lands located within the following subdivisions:

- (i) Crest Wood Estates Subdivision No. 3, according to the official plat thereof on file in the office of the County Recorder of Ada County, State of Idaho, in Book 57 of Plats at Pages 5300 and 5301;
- (ii) Crest Wood Estates Subdivision No. 4, according to the official plat thereof on file in the office of the County Recorder of Ada County, State of Idaho, in Book 56 of Plats at Pages 5239 and 5240; and
- (iii) Crest Wood Estates Subdivision No. 5, according to the official plat thereof on file in the office of the County Recorder of Ada County, State of Idaho, in Book 57 of Plats at Page 5365;

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as

may hereafter be brought within the jurisdiction of the Association. The Association shall be empowered to:

(a) Exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Crest Wood Estates Subdivision No. 3, recorded April 28, 1988, as Instrument No. 8820074, records of Ada County, Idaho, as supplemented and amended pursuant to the following: (i) the Supplemental Declaration of Covenants, Conditions and Restrictions for Crest Wood Estates Subdivision No. 3 recorded June 23, 1988 as Instrument No. 8830658, records of Ada County, Idaho; (ii) the Supplemental Declaration of Covenants, Conditions and Restrictions for Crest Wood Estates Subdivision No. 4, recorded on September 26, 1989, as Instrument No. 8947193, records of Ada County, Idaho; (iii) the Supplemental Declaration of Covenants, Conditions and Restrictions for Crest Wood Estates Subdivision No. 5, recorded on March 20, 1990, as Instrument No. 9016396, records of Ada County, Idaho; and (iv) Amendment to the Supplemental Declaration of Covenants, Conditions and Restrictions for Crest Wood Estates Subdivision No. 5 recorded April 13, 1990 as Instrument No. 9019146, records of Ada County, Idaho, hereinafter referred to as the "Declaration," and as the same may be amended and supplemented from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) 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 levied or imposed against the property of the Association; unpaid assessments shall constitute a lien upon the property against which the assessment has been levied;

(c) 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;

(d) Borrow money and, with the assent of a majority of the 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;

(e) 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, provided that no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the members; and

(g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE V

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 (the "Owners"), shall be a member of the Association. The foregoing shall not 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 assessment by the Association.

ARTICLE VI

VOTING RIGHTS

A. General. The Association shall have one (1) class of voting membership. All Owners shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an

interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of not less than three and not more than five directors, who need not be members of the Association. The number of directors shall be determined from time to time by resolution of the board of directors. The number of initial directors shall be three. The number of directors may be changed by amendment to the Bylaws 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:

<u>NAME</u>	<u>ADDRESS</u>
Jeff Dalling	1388 West Crest Wood Drive Meridian, Idaho 83642
Wendy Stead	1355 West Crest Wood Drive Meridian, Idaho 83642
David Fulkerson	1316 West Crest Wood Drive Meridian, Idaho 83642

At the first annual meeting, the members shall elect one director for a term of one year, one director for a term of two years, and one director for a term of three years; and at

each annual meeting thereafter, the members shall elect directors sufficient in number to fill all vacancies for a term of three years.

ARTICLE VIII
INCORPORATORS

The name and addresses of the incorporators of the Association are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeff Dalling	1388 West Crest Wood Drive Meridian, Idaho 83642
Wendy Stead	1355 West Crest Wood Drive Meridian, Idaho 83642
David Fulkerson	1316 West Crest Wood Drive Meridian, Idaho 83642

ARTICLE IX
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than one hundred percent (100%) of each class of members. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific

purposes, as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the Fourth Judicial District of the State of Idaho, in and for Ada County, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

NONPROFIT LIMITATIONS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on

any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI

DURATION

The Association shall exist perpetually.

ARTICLE XII

AMENDMENTS

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

IN WITNESS WHEREOF, for the purposes 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 25th day of June, 1990.

Jeff Dalling
Jeff Dalling

Wendy S. Stead
Wendy Stead

David Fulkerson
David Fulkerson