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ARTICLES OF INCORPORATION

2003 DEC 12 AM 8:42

OF

STATE OF IDAHO

BRIDGEWATER ESTATES HOMEOWNER'S ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being each of us of full legal age, and citizens of the United States and of the State of Idaho, do hereby certify that we have associated ourselves together for the purpose of forming a non-profit cooperative association or corporation, under the laws of the State of Idaho pertaining thereto, and hereby adopt the following ARTICLES OF INCORPORATION, to-wit:

ARTICLE I.

That name of the corporation is BRIDGEWATER ESTATES HOMEOWNER'S ASSOCIATION, INC., hereinafter called the "ASSOCIATION."

ARTICLE II.

The principal office of the ASSOCIATION is located at 455 South Kings Road, Nampa, Idaho 83687.

ARTICLE III.

LANCE THUESON, whose address is 455 South Kings Road, Nampa, Idaho 83687, is hereby appointed the initial registered agent of this ASSOCIATION.

IDAHO SECRETARY OF STATE
12/12/2003 05:00
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ARTICLE IV.

PURPOSE AND POWERS OF THE ASSOCIATION

This ASSOCIATION does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance of common areas of BRIDGEWATER ESTATES SUBDIVISION including Phases 1, 2, and 3 located on the following described property, to-wit:

A parcel of land located in the NE $\frac{1}{4}$ of Section 1, T.2N., R.2W., B.M., Canyon County, Idaho more particularly described as follows:

COMMENCING at a brass cap monument marking the E $\frac{1}{4}$ corner of said Section 1 from which the C $\frac{1}{4}$ corner of said Section 1 bears North 89°13'16" West, 2641.12 feet;

thence along the East-West centerline of said Section 1 North 89°13'16" West 208.00 feet to the REAL POINT OF BEGINNING;

thence continuing along said East-West centerline North 89°13'16" West, 2433.12 feet to a 5/8" iron pin marking the C $\frac{1}{4}$ corner of said Section 1;

thence along the North-South centerline of said Section 1 North 00°45'02" East, 2134.19 feet to a point on the centerline of the South Nampa Lateral;

thence along the centerline of the South Nampa lateral the following 4 courses:

South 50°53'57" East 867.19 feet to the beginning of a non-tangent curve to the right;

thence along said curve 45.65 feet, said curve having a radius of 242.08 feet, a central

angle of 10°48'15" and a long chord of 45.58 feet which bears South 56°45'08" East;

thence South 65°20'28" East, 1101.76 feet;

thence South 65°03'02" East, 1003.96 feet to a point on the East boundary line of said Section 1;

thence along said East boundary line South 00°46'48" West, 530.90 feet;

thence leaving said East boundary line North 89°13'16" West, 208.00 feet;

thence South 00°46'48" West, 184.00 feet to the REAL POINT OF BEGINNING, containing 80.18 acres, more or less.

Further, 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 this ASSOCIATION for the purpose to:

(a) Exercise all the powers and privileges and to perform all of the duties and obligations of the Grantor, as set forth in that certain Declaration of Protective Restrictions and Covenants for Phases 1, 2, and 3, applicable to the property and recorded in the office of the County Recorder of Canyon County, Idaho, hereinafter called the "DECLARATION", and as the same may be amended from time to time as therein provided, said DECLARATION being incorporated herein as if set forth at length;

(b) Fix, levy and collect payment of dues; to pay all office expenses and all 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;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operation, 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 sixty-seven percent (67%) 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. No such dedication or transfer shall be effective unless an instrument has been signed by sixty-seven percent (67%) of the members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of sixty-seven percent (67%) of the members;

(g) Have and to exercise any and all power, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho, by law now or hereafter have or exercise.

ARTICLE V.

DEFINITIONS

1. "ASSOCIATION" shall mean and refer to BRIDGEWATER ESTATES HOMEOWNER'S ASSOCIATION, INC., its successors and assigns.

2. "OWNER" shall mean and refer to the record owner, whether one or more person or entities, of a fee simple title to any lot or unit which is a part of the properties, including contract buyers, but excluding those having such interest merely as security for the performance of an obligation.

3. "PROPERTIES" shall mean and refer to that certain real property hereinbefore described, and such additions thereto as may hereafter be brought within the jurisdiction of the ASSOCIATION.

4. "Common area" shall mean all real property owned by the ASSOCIATION for the common use and enjoyment of the owners.

5. "LOT" shall mean and refer to any plot of land upon any recorded subdivision map of the PROPERTIES with the exception of the COMMON AREA.

ARTICLE VI.

MEMBERSHIP AND VOTING RIGHTS

Every owner of a lot which is subject to assessments shall be a member of the ASSOCIATION. Membership shall be

appurtenant to and may not be separated from ownership of any Lot or Unit which is subject to assessments.

The ASSOCIATION shall have one class of voting membership, to-wit:

Class "A": Class "A" members shall be all owners with the exception of the incorporator and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class "B": Class "B" members shall be the incorporator and shall be entitled to six (6) votes for each Lot.

ARTICLE VII.

BOARD OF DIRECTORS

The affairs of this ASSOCIATION shall be managed by a Board of three (3) Directors, who must 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 person who are to act in the capacity of directors until the selection of their successors are:

NAME:

LANCE THUESON

ADDRESS:

455 South Kings Road
Nampa, Idaho 83687

JANEL THUESON

455 South Kings Road
Nampa, Idaho 83687

JENNIFER SAUNDERS

455 South Kings Road
Nampa, Idaho 83687

At the first annual meeting, the members shall elect three (3) directors for a term of one year and at each annual meeting thereafter the members shall elect three (3) directors for the vacancies to be filled, for a term of one year.

ARTICLE VIII.

INCORPORATORS

The name and address of the incorporator is as follows:

LANCE THUESON

455 South Kings Road
Nampa, Idaho 83687

ARTICLE IX.

DISSOLUTION

The ASSOCIATION may be dissolved with the assent, given in writing and signed by all of its members. In the event the corporation does not receive unanimous written assent to dissolution, then a meeting of members will be held and written notice of such meeting shall be given within the time and in the manner provided for in the Idaho Code. Such notice shall state the purpose of the meeting. At such meeting a vote of the members entitled to vote shall be taken on a resolution to dissolve the corporation. Such resolution shall be adopted upon receiving the

affirmative vote of a sixty-seven percent (67%) majority of the votes entitled to be cast by the members present, or represented by proxy at a meeting at which a quorum is present. 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLES X.

The corporation shall exist perpetually.

ARTICLE XI.

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned, being the incorporators of this ASSOCIATION, have executed these Articles of Incorporation, this 11 day of December, 2003.



LANCE THUESON
Incorporator

STATE OF IDAHO)
 : ss
County of Canyon)

On this 11 day of December, 2003, before me, the undersigned, a Notary Public in and for said State, personally appeared LANCE THUESON, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Nampa, Idaho

(Seal)

