

**ARTICLES OF INCORPORATION**  
**OF**  
**HIDDENWATERS HOMEOWNER'S ASSOCIATION**

2006 SEP 22 AM 8:57

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as incorporator of a non-profit corporation under THE PROVISIONS OF Title 30, Chapter 3, Idaho Code relating to nonprofit corporations, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE 1**

**Name and Type of Corporation**

The name of this Corporation is **HIDDENWATERS HOMEOWNER'S ASSOCIATION**

**ARTICLE 2**

**Purposes and Powers of the Association**

The corporation is a homeowners' association, hereinafter called the "Association." This corporation is formed for the mutual benefit of the lot owners in said subdivision who are its members.

This Association does not contemplate or permit pecuniary gain or profit to the members, officers or directors thereof, either directly or indirectly. The specific purposes for which it is formed are to promote the health, safety and welfare of the residents within that certain tract of property described as the HIDDENWATERS HOMEOWNER'S ASSOCIATION SUBDIVISION (the "Subdivision") and any additions thereto as may hereafter be brought within the jurisdiction of this association and including but not limited to the following:

IDAHO SECRETARY OF STATE  
09/22/2006 05:00  
CX: 1276 CT: 204705 RH: 976541  
10 30.00 = 30.00 INC NONP # 2

C169 011

(a) Administer and enforce the terms of that certain Declaration of Protective Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the Subdivision and recorded, or to be recorded, in the Office of the Teton County Clerk, as the same may be amended from time to time as therein provided, and exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in said Declaration;

(b) Fix, levy, collect and enforce payment by all lawful means, of all charges or assessments or fines 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;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, operate, maintain, convey, lease, 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 75% of each class of 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, nonprofit entity 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 75% of each class of members, agreeing to such dedication, sale or transfer;

(f) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Wyoming by law may now or hereafter have or exercise.

(g) Provide control over the development of the residential lots as provided in the Declaration.

(h) Provide the common services required by or authorized in the Declaration, including the maintenance and preservation common roads, facilities and areas within the Subdivision.

### **ARTICLE 3**

#### **Registered Office and Agent**

The address of the Corporation's initial registered office shall be 300 North 6<sup>th</sup> Street Boise, ID 83702. The Corporation's initial registered agent at such address shall be CT Corporation Systems, Idaho.

### **ARTICLE 4**

#### **Board of Directors**

The affairs of this Association shall be managed by a board of five (5) directors who must be members of the Association. The number of directors may be changed by amendment of the Bylaws. The names and address of the initial Directors are:

<u>Name</u>	<u>Address</u>
Brandon Harrison	P.O. Box 6309, Jackson, WY 83002
Ronald Harrison	P.O. Box 509, Jackson, WY 83001
Laura McBean	P.O. Box 10218, Jackson, WY 83002
Heidi Harrison	P.O. Box 597, Wilson, WY 83014
Tyler Harrison	1901 Saw Mill Road, Lafayette, IN 47905

### **ARTICLE 5**

#### **Incorporator**

The Incorporator of this Corporation is Brandon Harrison, whose address is P.O. Box 6309, Jackson, WY 83002.

## **ARTICLE 6**

### **Mailing Address**

The mailing address of this Corporation is:

Hiddenwaters Homeowners Association  
c/o Brandon Harrison  
P.O. Box 6309  
Jackson, WY 83002

## **ARTICLE 7**

### **Membership**

The corporation does have voting members. Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants or records to assessment by the Association, including contract purchasers, shall be a part of the membership of the Association. The foregoing is not intended to 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. All references herein or in the Bylaws to votes or other approvals being required by a specified percentage of the membership shall be deemed to mean that percentage of the total number of lots in the subdivision, with all of the owners of a lot being a single membership for such purposes.

## **ARTICLE 8**

### **Dissolution**

On dissolution of the Association, 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.

The Association may be dissolved with the assent given in writing and signed by not less than 75% of each class of members.

## **ARTICLE 9**

### **Voting Rights**

The Association shall have two classes of voting membership:

**Class A.** Class A members shall be all owners with the exception of the Declarant 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.** The Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to two (2) votes for each lot owned in a final platted phase and for each remaining unit allowed on the Property by the masterplan. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) On December 31, 2010.

## **ARTICLE 10**

### **Term of Existence**

The term of existence of this Corporation is perpetual.

### **ARTICLE 11**

#### **Bylaws**

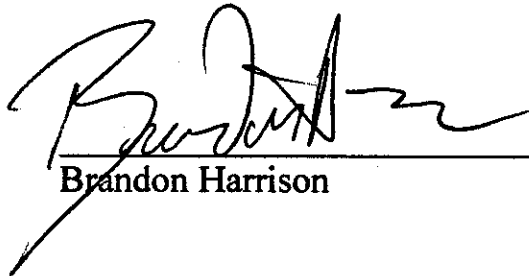
Provisions specifying the organization, regulation and control of the internal affairs of the Association shall be set forth by the Bylaws, provided that the Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation or the Declaration. The initial Bylaws of the Association shall be adopted by the Board of Directors.

### **ARTICLE 12**

#### **Amendments**

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

**IN WITNESS WHEREOF**, for the purpose of forming this Corporation under the laws of the State of Idaho, I, the undersigned, constituting the sole Incorporator of this Corporation, have executed this Certificate of Incorporation this 7th day of July, 2006.

  
\_\_\_\_\_  
Brandon Harrison

**CONSENT TO APPOINTMENT  
BY  
REGISTERED AGENT**

1. I, Christen Vinnola for CT Corporation System, voluntarily consent to serve as the registered agent for **HIDDENWATERS HOMEOWNER'S ASSOCIATION**, on the date shown below.

2. I know and understand the duties of a registered agent, as set forth in the Idaho Nonprofit Corporation Act.

Christen Vinnola

Dated: 7/5/06

Christen Vinnola,  
Assistant Secretary  
CT Corporation System