

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

HICKORIES SUBDIVISION # 3 HOMEOWNERS ASSOCIATION, INC.

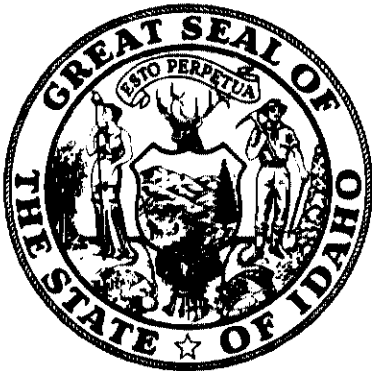
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

HICKORIES SUBDIVISION # 3 HOMEOWNERS 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 November 15, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zavala

Corporation Clerk

ARTICLES OF INCORPORATION
OF

HICKORIES SUBDIVISION # 3 HOMEOWNERS ASSOCIATION, INC.

WE, THE UNDERSIGNED, all being natural persons of full age, legally competent to enter into contracts, and citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a nonprofit corporation under the provisions of Title 30, Chapter 3, IDAHO CODE, and do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be:

HICKORIES SUBDIVISION # 3 HOMEOWNERS ASSOCIATION, INC.

ARTICLE II - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation, and the name of its initial registered agent at such address are as follows:

Mark Baltes
5153 N. Buckboard Place
Boise, Idaho 83704

ARTICLE III - PURPOSES

The nature, objects, purposes, and powers of this corporation are as follows:

A. This corporation is a nonprofit corporation, as such term is defined in Section 30-305, IDAHO CODE. It does not contemplate pecuniary gain or profit, and no part of its income shall at any time be distributable to its members or officers (provided, however this provision shall not be construed to prohibit the payment of reasonable compensation for services actually rendered for the benefit of the corporation, nor to prohibit the conferring of benefits upon the corporation's Members in conformity with its purposes.) It is not intended, however, that this corporation be eligible to qualify for tax exempt status under the provisions of Section 501 (c) of the Internal Revenue Code, as amended from time to time.

B. The objects and purposes of this corporation are to provide for the management, maintenance, and operation of the berms, common areas, pressurized irrigation system and equipment, and to enforce the covenants.

The Hickories Subdivision # 3, a Resubdivision of the Hickories Subdivision No. 2 located in the SE ¼ of Section 27, T. 4N., R. 1E., BM., Boise, Ada County, Idaho, according to the official plat thereof filed in the office of the County Recorder of Ada County, Idaho, in conformity with the requirements of the Declaration of Covenants, Conditions and Restrictions for the said HICKORIES SUBDIVISION # 3.

C. This corporation shall have all the powers and authority granted by the Idaho Nonprofit Corporation Act and all other powers authorized or permitted to nonprofit corporations by the laws of the State of Idaho, as the same may be in effect from time to time.

ARTICLE IV - MEMBERS

A. This corporation shall have Members, whose rights, privileges, and voting rights shall be as provided in the Bylaws so long as not inconsistent with the following:

1. The record title owners of all or any portion of the lots in HICKORIES SUBDIVISION # 3 in Ada County, Idaho, according to the official plat thereof filed in the office of the County Recorder of Ada County, Idaho shall automatically be Members of this corporation, and membership in this corporation shall be appurtenant to ownership of said real property and shall run with the land thereof.

2. At all meetings of Members of this corporation, the maximum number of votes which may be cast shall be twenty five. One vote shall be allocated to each of the lots in HICKORIES SUBDIVISION # 3, except for the one common area lots. The vote allocated with respect to each lot shall be cast in the manner determined by a majority in interest of the record title owners of such lot. Fractional votes shall not be permitted.

B. There shall be no Certificates of Membership and evidence of ownership of record title of all or any portion of said lots of HICKORIES SUBDIVISION # 3, according to the Official Records of Ada County, Idaho, shall constitute proof of membership in this corporation. Membership shall automatically transfer to the transferee of the property concurrently with transfer of a Member's record title to all or any portion of the said lots of HICKORIES SUBDIVISION # 3.

C. Meetings of the Members shall be held at such places and times as may be provided in the Bylaws, and may also be held in any manner prescribed or permitted by the corporation laws of the State of Idaho, as amended from time to time.

D. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE V - OFFICERS

The officers of this corporation shall be elected by the members and shall serve for such terms of office as may be designated in the Bylaws.

ARTICLE VI - DURATION

The corporation is to have perpetual existence.

ARTICLE VII - DISSOLUTION

A. In the event of dissolution of the corporation all of its property and assets, after payment of all debts and liabilities, shall be distributed to the members as of the date of dissolution, pro-rata in proportion to the number of votes each Member was entitled to cast at membership meetings as of the date of dissolution; provided, however, each such Member receiving any part of the assets of this corporation upon dissolution shall execute and acknowledge an instrument in writing, and shall cause such instrument to be recorded in the office of the County Recorder of Ada County, Idaho providing that such Member, jointly and severally with all other Members of the corporation receiving any portion of its assets upon dissolution, assumes and agrees to perform all of the duties and obligations of the "Association", as described in the Declaration of Covenants, Conditions and Restrictions for the said HICKORIES SUBDIVISION # 3. Such agreement must by its terms be binding upon such Member and the Member's personal representatives, successors, and assigns. If, however, a successor entity shall have been formed, or shall otherwise exist, for the purpose of receiving the assets of this corporation upon Dissolution, and such assets are actually distributed to such entity, and such successor entity further agrees by written instrument recorded in the office of the County Recorder of Ada County, Idaho, to assume and perform all of the said duties of the "Association" as described in the Declaration of Covenants, Conditions and Restrictions for HICKORIES SUBDIVISION # 3, then the net assets of this corporation upon dissolution may be distributed to such successor entity and the Members of this corporation shall not be required to individually assume and perform the said duties of the "Association".

ARTICLE VIII - ASSESSMENTS

Assessments may be levied upon members for the purposes specified in the Bylaws, and the same shall be allocated among the Members in the manner set forth in the Bylaws. The time of payment and manner of collection thereof shall be fixed by the Members from time to time in conformity with the provisions set forth in the Bylaws. Unpaid assessments shall constitute a lien upon any portion of the lots in HICKORIES SUBDIVISION # 3 owned by a Member whose assessment is unpaid, and such lien upon any portion of the lots of HICKORIES SUBDIVISION # 3 owned by a Member whose assessment is unpaid, and such lien may be enforced by this corporation in the same manner as provided by law in the State of Idaho for the foreclosure of Mortgages upon real property, except that all assessments are subordinate to the lien of the first mortgage. The failure to pay the assessment does not constitute a default under an insured first mortgage.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended by vote of a majority of the Members present and voting at any annual or special membership meeting called for such purpose.

ARTICLE X - INCORPORATORS

The name and address of the incorporators of this corporation are as follows:

Mark Baltes	5153 N. Buckboard Pl, Boise, Idaho	83704
David Mulcock	5139 N. Buckboard Pl, Boise, Idaho	83704
Barry Watts	5070 N. Leather Pl, Boise, Idaho	83704

IN WITNESS WHEREOF, the said Incorporators have hereunto set their hand on the 14th day of November, 1990.


Mark Baltes

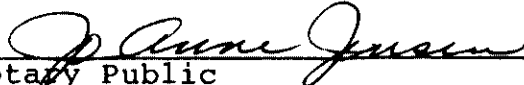

David Mulcock


Barry Watts

STATE OF IDAHO)
) ss:
COUNTY OF ADA)

On this 14th day of November, 1990, before me, the undersigned, a Notary Public in and for the State, personally appeared Mark Baltes, David Mulcock and Barry Watts, known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same.

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


Notary Public
Residing at Boise, Idaho
My Commission Expires 4-26-92