

CERTIFICATE OF INCORPORATION
OF

ASHBROOK CONDOMINIUM, INC.

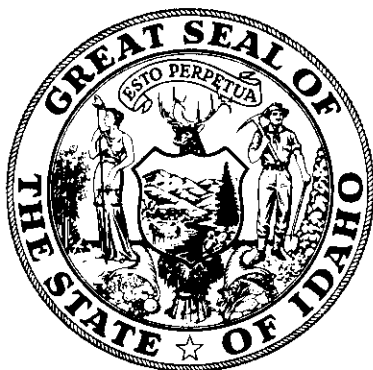
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ASHBROOK CONDOMINIUM, 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 **September 26**, 19 **83**.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
ASHBROOK CONDOMINIUM, INC.

The undersigned, acting as an incorporator of a nonprofit Corporation formed pursuant to Chapter 3 of Title 30, Idaho Code, does hereby adopt the following Articles of Incorporation for Ashbrook Condominium, Inc., an Idaho nonprofit Corporation:

ARTICLE 1.

The name of the Corporation is Ashbrook Condominium, Inc. The initial business address of the Corporation shall be 809 North Liberty, Boise, Idaho 83704. The business address of the Corporation may be changed from time to time without amending these Articles.

ARTICLE 2.

The Corporation shall be a nonprofit Corporation.

ARTICLE 3.

The period of duration of the Corporation shall be perpetual.

ARTICLE 4.

DEFINITIONS:

For the purposes of these Articles, the following words and terms shall be accorded definitions as follows:

SECTION 4.1

Articles: These Articles of Incorporation.

SECTION 4.2

Corporation: Ashbrook Condominium, Inc. This Corporation is the entity referred to in the Declaration as the "Association".

SECTION 4.3

Assessments: Those regular, special and other assessments determined by the Board and levied on Owners of Condominium Units within the Project.

SECTION 4.4

Board: The Board of Directors of this Corporation.

SECTION 4.5

Bylaws: The Bylaws of this Corporation.

SECTION 4.6

Declaration: The Condominium Declaration of Ashbrook Condominium Inc., executed by Larry J. Hellhake and Diane K. Hellhake, Husband and Wife as Declarants, which Declaration affects the real property described on Schedule I attached to these Articles.

SECTION 4.7

The following terms shall have the definitions ascribed to them in the Declaration:

- A) Common Area
- B) Condominium
- C) Project
- D) Owner
- F) Unit

ARTICLE 5.

PURPOSES AND OBJECTIVES:

The purposes and objectives for which this Corporation is formed are:

SECTION 5.1

To constitute an entity whose members are and shall

consist of all of the Owners from time to time of the Units in the Project.

SECTION 5.2

To satisfy the duties and requirements of the Declaration.

SECTION 5.3

To be an administrative, managerial, rule making and enforcement body for the Project.

SECTION 5.4

To act as a management body of the Project pursuant to Chapter 15, Title 55, Idaho Code.

SECTION 5.5

To exercise all powers enumerated in the Idaho Nonprofit Corporation Act and the Idaho Business Corporation Act to the extent such powers are necessary and incident to the purposes stated herein. In no event shall the Corporation have powers inconsistent with Chapter 15, Title 55, Idaho Code.

SECTION 5.6

The foregoing purposes and objectives are to be construed both as objectives and powers. Enumeration of any specific objectives or powers shall not limit or restrict in any manner the general powers of the Corporation.

ARTICLE 6.

The Corporation shall have members. Every person or entity which is an Owner of a fee or interest (including a person who is a co-Owner of such a fee interest) in any Unit including contract sellers and buyers, shall be a member of the Corporation. A person or entity who holds any such interest merely as security for the performance of any obligation shall not be a member.

Membership shall be appurtenant to and may not be separated from ownership of an interest in the Unit and membership shall cease upon conveyance or other termination of the member's ownership interest.

ARTICLE 7.

VOTING RIGHTS:

Members of the Corporation (including Larry J. Hellhake and Diane K. Hellhake for as long as they hold a fee interest in one or more Units) shall be entitled to one vote for each Unit. When more than one person holds an interest in a single Unit, all such persons shall be members, and the vote for such Unit shall be exercised as such Owners among themselves determine. Fractional votes shall not be allowed and no more than one vote shall be cast with respect to any one Unit. A single person or entity may cast one vote for each entire Unit such member owns.

ARTICLE 8.

DIRECTORS:

SECTION 8.1

The affairs of the Association will be managed by a Board of Directors consisting of a number of Directors determined by the Bylaws but not less than three (3) Directors. Directors shall be elected not less frequently than annually and vacancies in the office of Director shall be filled as provided in the Bylaws.

SECTION 8.2

Directors of the Corporation shall be members, except as otherwise provided herein. If no members are willing to serve a Directors, then nonmembers may be elected.

SECTION 8.3

Notwithstanding other inconsistent provisions of these Articles, until such time as Declarants have conveyed to third parties fee ownership of fifty percent (50%) or more of the Units, Declarants shall nominate, designate and select not less than two-thirds of the members of the Board and until Declarants have conveyed fee ownership interest in at least three (3) Units, Declarants shall select, nominate and designate all members of the Board. Directors nominated, selected or designated by Declarants need not be members.

ARTICLE 8.3

The names and addresses of the initial members of the Board who shall hold office until the successors are elected and have qualified or until removed are:

Larry J. Hellhake
809 North Liberty
Boise, Idaho 83704

Diane K. Hellhake
809 North Liberty
Boise, Idaho 83704

James Boyd
809 North Liberty
Boise, Idaho 83704

ARTICLE 9.

REGISTERED AGENT:

The initial registered agent of the Corporation shall be Larry J. Hellhake whose address is the same as that of the principal place of business of the Corporation.

ARTICLE 10.

OFFICERS:

The offices of the Corporation shall be administered by

the officers designated in the Bylaws. Officers shall be elected by the Board from time to time and shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are:

President -- Larry J. Hellhake
Vice President -- James Boyd
Secretary-Treasurer -- Diane K. Hellhake

ARTICLE 11.

LIABILITY OF MEMBERS:

Members shall be individually liable for the assessments of the Corporation assessed and levied upon their Unit. Each member shall be liable for all damage to the Corporation's property caused by such member, the member's agents, guests, employees and invitees.

ARTICLE 12.

INDEMNIFICATION:

Every Director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees reasonably incurred in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Corporation except in the event the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty. If no adjudication is reached, the indemnification shall apply only when the Board determines that the officer or Director acted in the best interest of the Corporation.

ARTICLE 13.

BYLAWS:

The Bylaws of the Corporation shall be adopted by the

Board and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE 14.

AMENDMENTS:

Amendments to these Articles of Incorporation shall be made as follows:

SECTION 14.1

Notice of the subject matter of the amendment shall be included in the notice of any meeting at which a proposed amendment is included.

SECTION 14.2

A resolution for the adoption of a proposed amendment may be proposed either by the Board or by three (3) or more of the Owners entitled to vote. Approval of any amendment must be by not less than seventy-five percent (75%) of the entire membership of the Board of Directors.

SECTION 14.3

No amendment shall make any changes in the qualification for membership, the voting rights of members, nor any amendment prohibited by or contrary to the Condominium Property Act, the Idaho Nonprofit Corporation Act, and the Idaho Business Corporation Act.

ARTICLE 15.

STATUS:

The Corporation is intended to be classified as a "homeowners association" pursuant to Section 528(a) of the Internal Revenue Code of 1954, as amended. As such it is intended to be exempt from income taxes. The Corporation is an organization

intended to be a condominium management association and a residential real estate management association organized and operated to provide for the acquisition, construction, management, maintenance and care of association property, where sixty percent (60%) or more of the gross income of the association or any taxable year shall consist solely of amounts received as membership dues, fees or assessments from Owners of residential Units. Ninety percent (90%) or more of the expenditures of this Corporation for any taxable year shall be expenditures for the acquisition, construction, management, maintenance and care of association property.

No part of the net earnings of this Corporation shall ever inure to the benefit of any member or any other individual or entity.

All provisions of these Articles of Incorporation shall be interpreted in accordance with the provisions of Section 528(c) of the Internal Revenue Code of 1954, as amended. In case of conflict between such section and other provisions herein, any provision within these Articles shall be interpreted to be consistent with such section, or shall be of no force and effect.

ARTICLE 16.

CONFLICT OF PROVISIONS:

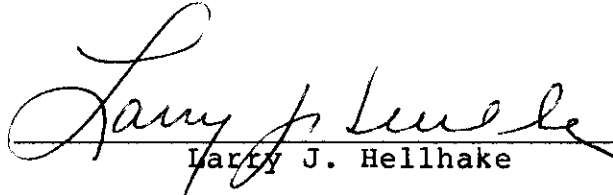
Provisions contained in these Articles are subject and subserviant to the terms and provisions of the Declaration and in any conflict between the terms and provisions of these Articles and the Declaration, the terms and provisions of the Declaration shall prevail.

ARTICLE 17.

SUBSCRIBERS:

Subscribers are: Larry J. Hellhake and Diane K. Hellhake.

DATED this 22 day of September, 1983.

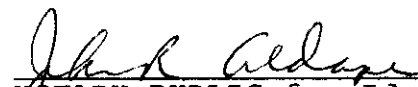

Larry J. Hellhake


Diane K. Hellhake

STATE OF IDAHO)
) ss:
County of Ada)

On this 22 day of September, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared LARRY J. HELLHAKE and DIANE K. HELLHAKE, husband and wife, known to me to be the persons whose names are subscribed to the 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 the day and year in this certificate first above written.


NOTARY PUBLIC for Idaho
Residing at Boise, Idaho
Commission expires 10/10/84

SCHEDULE I

That certain real property located in McCall, Valley
County, Idaho, described as:

All of Lots 1, 2, and 3, of Block 18,
in the First Addition to McCall, together
with all appurtenances thereto, and
subject to easements, if any, of record
or in use.