

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
SPURWING GREENS MASTER ASSOCIATION INC. OF STATE
STATE OF IDAHO

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE 1
NAME

The name of the corporation shall be the SpurWing Greens Master Association Inc. (the "Master Association").

ARTICLE 2
TERM

The period of existence and duration of the life of the Master Association shall be perpetual.

ARTICLE 3
NONPROFIT

The Master Association shall be a nonprofit, membership corporation.

ARTICLE 4
REGISTERED AGENT

The location and street address of the initial registered office of the Master Association shall be 12601 W. Explorer Drive, Suite 200, Boise, Idaho, 83713, and Amanda K. Schaus is hereby appointed the initial registered agent of the Master Association. *AK Schaus*

ARTICLE 5
PURPOSE AND POWERS OF THE ASSOCIATION

The Master Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Master Association is formed are to exercise all of the powers and privileges and perform all of the Master Association's duties and obligations as set forth in the Declaration of Easements, Maintenance and Restrictions for SpurWing Greens to be recorded in the official records of Ada County, Idaho, as may be amended and supplemented from time to time (the "Declaration"), including, without limitation, the following powers:

(a) Fix, levy, collect and enforce payment by any lawful means of all charges or Assessments pursuant to the terms of the Declaration and all expenses in connection

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therewith and all office and other expenses incident to the conduct of the business of the Master Association;

(b) 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 Master Association under the limitations imposed by the Declaration;

(c) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation shall comply with the requirements of the Declaration; and

(e) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in these Articles, the Bylaws of the Association ("Bylaws") and/or the Declaration and any amendments and supplements thereto.

ARTICLE 6 **MEMBERSHIP**

During the existence of this Master Association, every Owner, including Declarant, shall be a member of the Association through its membership in a Sub-Association. Each Sub-Association shall be a Member of the Master Association. No Sub-Association shall have more than one membership in the Master Association, but shall have such voting rights as set forth in the Declaration. Membership in the Master Association, through the Sub-Association, shall be appurtenant to and inseparable from a Lot owned by an Owner.

ARTICLE 7 **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors (collectively the "Board," individually "Directors") to carry out all of the powers and duties of the Master Association as set forth herein. The Board shall consist of not less than three (3) Directors nor more than seven (7) Directors, who, other than the initial Directors specified herein, shall be Owners governed by the Members of the Master Association. The number of Directors may be changed by amendment of the Bylaws, but in no event shall the number be less than three (3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are as follows:

Peter Oliver

12601 W. Explorer Dr., Suite 200
Boise, Idaho 83713

Becky Hanks

12601 W. Explorer Dr., Suite 200
Boise, Idaho 83713

Christopher L. Anderson

3405 E. Overland Rd, Ste. 150
Meridian, Idaho 83642

Michael Reich

3405 E. Overland Rd, Ste. 150
Meridian, Idaho 83642

ARTICLE 8

ASSESSMENTS

Each Member shall be liable for the performance of such Member's duties and responsibilities provided for in the Declaration and shall be liable for the payment of Assessments pursuant to the Declaration and as set forth in the Bylaws of the Master Association. Assessments may be secured by a lien upon the Lots as provided in the Declaration.

ARTICLE 9

BYLAWS

The Bylaws of this Master Association may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Master Association called for that purpose, by the affirmative votes of no less than 51% of the total votes of the Master Association's Members or as otherwise set forth in the Bylaws. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Master Association's Board of Directors, the officers, employees and agents of the Association, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declaration.

ARTICLE 10

DISSOLUTION

The Master Association shall only be dissolved at a regular meeting, or a special meeting of the Master Association called for that purpose, by the affirmative votes of no less than two-thirds (2/3) of the total voting power of the Master Association. Upon dissolution of the Master Association, other than incident to a merger or consolidation, the real property and other assets of the Master Association shall be distributed as follows: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Master Association was created; or (ii) granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding any other provisions of these Articles, the Master Association shall not carry on any other activities not permitted by any organization exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law).

ARTICLE 11

AMENDMENTS

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Master Association called for that purpose, by the affirmative votes of more than two-thirds (2/3) of the total voting power of the Master Association's Members, and, if required by the Declaration, the consent of holders of Mortgages on Lots within the SpurWing Greens who have requested of the Master Association in writing to provide them notice of

proposed action which affects their interests. No amendment which is inconsistent with the provisions of the Declaration shall be valid.

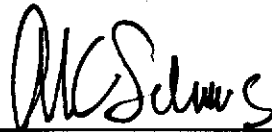
ARTICLE 12
MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are ascribed to such terms in the Declaration.

ARTICLE 13
INCORPORATION

Amanda K. Schaus, Esq., 12601 W. Explorer Drive, Suite 200, Boise, Idaho 83713, shall be the initial incorporator of the Master Association.

IN WITNESS WHEREOF, I have hereunto set my hand effective this 14th day of October, 2010.

A handwritten signature in black ink, appearing to read 'AK Schaus', is written over a horizontal line.

Amanda K. Schaus, Incorporator