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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
HENRY'S FORK HOMEOWNERS' ASSOCIATION, INC.,
an Idaho nonprofit Association**

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME:

The name of the corporation shall be HENRY'S FORK HOMEOWNERS' ASSOCIATION, INC. (the "Association"). The Association is a nonprofit corporation.

ARTICLE 2. DURATION:

The duration of this Association shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS:

The purposes for which the Association is organized are to provide an entity for the maintenance, preservation and control of the common areas within Henry's Fork Subdivision, a residential subdivision in Ada County, Idaho; to engage in all such activities as are incidental or conducive to the attainment of the objectives of the Association and any other activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this Association. Without limiting the foregoing, it is expressly provided hereby that:

- (a) The Association shall exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Master Declaration of Covenants, Conditions and Restrictions for Henry's Fork Subdivision (the "Declaration") applicable to the property recorded on March 4, 2013, as Instrument No. 113023605, in the Office of the Ada County Recorder, as the same may be amended or supplemented from time to time as therein provided, said Declaration being incorporated herein as if set out at length.
- (b) The Association shall fix, levy, collect and enforce payment by any lawful means, all charges or assessments, periodic or special, authorized to be made under the Declaration.

ARTICLE 4. MEMBERSHIP:

Each Owner of a Lot subject to the Declaration by virtue of being such an Owner and for so long as such ownership is maintained, shall be a Member of the Association, and no Owner shall have more than one membership in the Association, except as hereinafter set forth with respect to

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voting. Memberships in the Association shall not be assignable, except to the successor-in-interest of the Owner, and all memberships in the Association shall be appurtenant to the Lot owned by such Owner. The memberships in the Association shall not be transferred, pledged or alienated in any way except upon the transfer of title to said Lot and then only to the transferee of title to said Lot. Any attempt to make a prohibited membership transfer shall be void and will not be reflected on the books of the Association.

ARTICLE 5. VOTING RIGHTS:

The Association shall have two classes of voting membership.

CLASS A. Class A members shall be the Owners, with the exception of the Declarant, and shall be entitled to one (1) 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 determine, but in no event shall more than one (1) vote be cast with respect to any Lot. Fractional votes shall not be allowed. The vote applicable to any said lot being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise.

CLASS B. Class B member(s) shall be the Declarant, as defined in the Declaration, and shall be entitled to ten (10) votes for each lot owned. The class B membership shall cease and be converted to Class A membership on December 31, 2023, or when the Declarant no longer owns any Lots within the property subject to the Declaration, whichever event shall later occur.

ARTICLE 6. REGISTERED OFFICE AND AGENT:

The address of the initial registered office of this Association is 1025 S. Bridgeway Place, Ste. 290, Eagle, ID 83616, and the name of its initial registered agent at such address is James H. Hunter.

ARTICLE 7. DIRECTORS:

The affairs of the Association shall be conducted by a Board of Directors and such officers as the Directors may elect or appoint, in accordance with these Articles, the Bylaws, and the Declaration as the same may be amended and supplemented from time to time. For so long as Henry's Fork, LLC, a Delaware limited liability company (the "Declarant"), or its successors or assigns, owns one (1) or more Lots, the Declarant alone shall have the unilateral right to appoint all of the Directors to the Board as set forth in the Declaration and the Bylaws of the Association consistent with Idaho Code § 30-3-66. The number of directors of this Association shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until their successors are duly appointed or elected and qualified, or unless they resign or are removed, are:

James H. Hunter

1025 S. Bridgeway Place, Ste. 290, Eagle, ID 83616

Jan Hunter

1025 S. Bridgeway Place, Ste. 290, Eagle, ID 83616

Randi Meredith

1025 S. Bridgeway Place, Ste. 290, Eagle, ID 83616

ARTICLE 8. INCORPORATOR:

The name and address of the incorporator are as follows:

Randi Meredith 1025 S. Bridgeway Place Ste. 290 Eagle, ID 83616

ARTICLE 9. AMENDMENT OF ARTICLES AND BYLAWS:

These Articles may not be amended without at least sixty six and two-thirds percent (66⅔%) of the membership votes being cast in support of such amendment.

Any other provision of these Articles, the Declaration or the Bylaws of the Association notwithstanding, for so long as Declarant owns one (1) or more Lots or has the right to elect and/or appoint the Board of Directors of the Association, the Declaration, these Articles of Incorporation and/or the Bylaws of the Association may be amended unilaterally by the Declarant alone to effect any change whatsoever without requirement of notice or a meeting or vote of the membership, or the consent of any other party.

ARTICLE 10. DISSOLUTION:

Upon dissolution or final liquidation of the Association, the assets of the Association shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes.

ARTICLE 11. LIMITATION OF LIABILITY:

A director of this Association shall not be personally liable to this Association or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this Association or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 30-3-22 or Section 30-1-831, Idaho Code, or (iv) for any transaction from which the director derived any improper personal benefit. If the Idaho Business Corporation Act or the Idaho Nonprofit Corporation Act (collectively the "Acts") are amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Association shall be eliminated or limited to the fullest extent permitted by the Acts as so amended. Any repeal or modification of this Article 11 by the members of the Association shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

EXECUTED this 14 day of March, 2012, by the undersigned incorporator.


Randi Meredith
1025 S. Bridgeway Place Ste. 290
Eagle, ID 83616