

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
BLACKHAWK RANCH MASTER PROPERTY OWNERS' ASSOCIATION, INC.

05 OCT 12 PM

SECRETARY OF STATE
STATE OF IDAHO

10/12/2005 05:00
CX: none CT: 3360 FN: 916529
1 @ 38.00 = 38.00 INC NONP # 2
1 @ 20.00 = 20.00 NON EXPEDI # 3

C162840

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 I
NAME

The name of the corporation shall be BLACKHAWK RANCH MASTER PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter, the "Corporation" and also known as the "Association" or "Master Association").

ARTICLE II
TERM

The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE III
NONPROFIT

This Corporation shall be a nonprofit, membership corporation.

ARTICLE IV
REGISTERED AGENT

The location and street address of the initial registered agent of this Corporation shall be 11 Minidoka Court, McCall, Idaho 83638, and Lila Sorenson is hereby appointed the initial registered agent of the Corporation.

ARTICLE V
PURPOSE AND POWERS

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Corporation is formed are to provide for the restoration, repair, maintenance and upkeep of the roadways, walk ways, Walking Paths, Waterways, waterway banks and channels, planting areas within roadways, Common Areas, and Common Facilities and to provide security and common services of every kind and nature required or desired within the Subdivision for the general use and benefit of all Building Site Owners in Blackhawk Ranch Phase I, II and III according to the plats thereof recorded in the official records of Valley County, Idaho (the "Development"), in accordance with Blackhawk Ranch Phase I Declaration of Covenants, Conditions and Restrictions, dated November 5, 1996, and recorded

C162840

November 6, 1996, as Instrument No. 222411; Blackhawk Ranch Master Declaration of Covenants, Conditions and Restrictions, dated and recorded July 25, 2001, as Instrument No. 255796; Blackhawk Ranch Phase II Amended and Supplemental Declaration of Covenants, Conditions and Restrictions, dated and recorded July 25, 2001, as Instrument No. 255797; and Blackhawk Ranch Phase III Supplement to Blackhawk Ranch Master Declaration of Covenants, Conditions and Restrictions, dated and recorded July 25, 2001 as Instrument No. 255798, re-recorded September 11, 2001 as Instrument No. 257000, and re-recorded January 4, 2002 as Instrument No. 259518 (collectively, the "Declaration"); and to promote the health, safety and welfare of the Owners within the Development and for this purpose to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration as amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length; and

(B) 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 the Bylaws and the Declaration and the amendments and supplements thereto.

ARTICLE VI **MEMBERSHIP**

Each person or entity holding fee simple interest of record to a Building Site and other real property which is a part of the Development, and sellers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Building Site located in the Development. There shall be one (1) membership in the Corporation for each Building Site located in the Development, but no Owner shall have more than one (1) membership regardless of the number of Building Sites owned. Members of the Corporation must be and remain Owners of Building Sites within the Development, and the Corporation shall include as Members all Owners of Building Sites within the Development.

ARTICLE VII **VOTING RIGHTS**

The Corporation shall have three (3) classes of voting membership:

(A) Class A Members. Class A Members shall be the Delegates of Local Associations whose Members are designated as Members of the Master Association and a Local Association. Each Delegate shall be entitled to one (1) vote for each single-family Building Site such Delegate represents.

(B) Class B Member. Declarant shall be the sole Class B Member and shall be entitled to three (3) votes for each Class A Member of the Corporation. The Class B Member shall cease to be a voting Member in the Corporation when the Declarant's ownership of Building Sites within the Subdivision is no more than five percent (5%) of the total membership.

(C) Class C Members. The Class C Members shall be all Owners, with the exception of the Declarant and the Delegates. The Class C Members shall be entitled to one (1) vote for each Building Site owned by such Class C Members to the extent the Class C Members are not represented by Delegates in the Class A Membership. Class C Members who are represented by Delegates in the Class A Membership shall not be entitled to vote, but the Building Sites owned by such Class C Members shall be counted for purposes of determining the number of votes of the Class A Members as specified hereinabove.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of three (3) Directors, who must be Members of the Corporation. The number of Directors may be changed by amendment of the Bylaws of the Corporation, 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:

Dale Grooms	P.O. Box 1122 McCall, ID 83638
Elizabeth Fitzgerald	1401 Silverton Ln. Boise, ID 83709
Ronald Stenquist	2400 N. Locust Grove Rd. Kuna, ID 83634

ARTICLE IX ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the Declaration and as otherwise set forth in the Bylaws of the Corporation.

ARTICLE X DISSOLUTION

The Corporation may be dissolved at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than two-thirds (2/3) of each class of Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the real property and other assets of the Corporation, if any, shall be: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created; or (ii) granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes; or (iii) distributed to the Owners of Building Sites to be held by them as tenants in common in proportion to the number of Building Sites within the Development.

ARTICLE XI
AMENDMENTS

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than two-thirds (2/3) of each class of Members. No amendment which is inconsistent with the provisions of the Declaration shall be valid.

ARTICLE XII
MEANING OF TERMS

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

ARTICLE XIII
INCORPORATION

JoAnn C. Butler, 251 E. Front Street #200, Boise, Idaho 83702, shall be the incorporator of the Corporation.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 12th day of October, 2005.



JoAnn C. Butler, Incorporator