

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE MERIDIAN GREENS HOMEOWNERS ASSOCIATION, INCORPORATED

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 THE MERIDIAN GREENS HOMEOWNERS ASSOCIATION, INCORPORATED 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: December 17, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sonya Coulson

Corporation Clerk

Dec 17 11 28 AM '31
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
THE MERIDIAN GREENS HOMEOWNERS
ASSOCIATION, INCORPORATED

In compliance with the requirements of Title 30-Chapter 3, Section 30-301, State of Idaho, the undersigned, all of whom are real property owners of the State of Idaho and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify;

ARTICLE I

The name of the corporation is THE MERIDIAN GREENS HOMEOWNERS ASSOCIATION, INCORPORATED, hereafter called the "Association."

ARTICLE II

The principle office of the Association is located at the Meridian Greens Subdivision, City of Meridian, County of Ada, State of Idaho.

ARTICLE III

Charles N. Fuller, whose address is 1690 Sandalwood Drive, Box 851 Meridian, Idaho, is hereby appointed the initial registered agent of the Association.

ARTICLE IV

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Meridian Greens Subdivision and Common Area within that certain tract of property described as;

NE 1/4 NW 1/4 Section 19, T 3N, R 1E, B.M.

and to promote the health, safety and welfare of the business within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the County Clerk of Ada County, Idaho and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set fourth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE V
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants or record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from Ownership of any lot which is subject to assessment by the association.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of Voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one 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 vote be cast with respect to any lot. Class A Members may delegate their voting rights to Lessor's or Manager's in writing, for the purpose of maintaining local interest in the Association.

Class B. The Class B Member (s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each lot owned. The Class B Membership shall cease and be converted to Class A Membership when the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Six(6) Directors, who need not be members of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Norman G. Fuller

1103 West Camellia
Meridian, Idaho 83642

H.G. Scott

6242 Arlington
Boise, Id 83709

Charles N. Fuller

1690 Sandalwood Dr.
Meridian, Id

At the first annual meeting the members shall elect two directors for a term of one year, two directors for a term of two years and two directors for a term of three years; and at each annual meeting thereafter the members shall elect two directors for a term of three years.

ARTICLE VIII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3/) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation the assests or the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX
DURATION

The Corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the under signed, constituting the incorporators of this Association, have executed these Articles of Incorporation this _____ day of _____, 1988.

Norman G. Fuller

Charles D. Decker

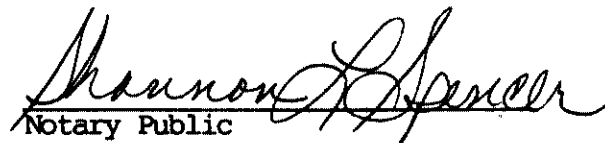
H. J. Smith

STATE OF IDAHO

County of Ada

On this 25th day of July, 1988, before me a Notary Public in and for said State, personally appeared Norman G. Fuller, H.G. Scott and Charles N. Fuller, known to me to be the Directors of the Corporation that executed the within instrument or the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation 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

Residing:

Commission expires:

Seal