

State of Idaho

Department of State

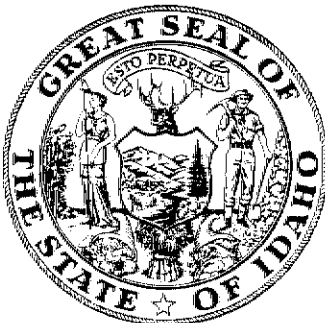
CERTIFICATE OF INCORPORATION OF

MEDITERRANEAN PLACE SUBDIVISION HOMEOWNERS ASSOCIATION, INC.
File number C 114305

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 MEDITERRANEAN PLACE SUBDIVISION HOMEOWNERS ASSOCIATION, 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: March 26, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sibel*

Mar 26 11 57 AM '96

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

MEDITERRANEAN PLACE SUBDIVISION

HOMEOWNERS ASSOCIATION, INC.

A Nonprofit Corporation

IDAHO SECRETARY OF STATE
DATE 03/26/1996 0900 48720

CK #: 2817 CUST# 66281
INC NONP 30.00= 30.00

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In compliance with the requirements of Title 30, Chapter 1¹, Idaho Code, the undersigned, all of whom are residents of Ada County, State of Idaho, and all of whom are of majority 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 this corporation is MEDITERRANEAN PLACE SUBDIVISION HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

The principal office of Association is located at 6161 North Willowdale Place, Boise, Idaho 83714.

ARTICLE III

Steven G. Gregory, whose address is 6161 North Willowdale Place, Boise, Idaho 83714 is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate financial gain or profit to the members thereof. The purpose of the association are to provide for the maintenance, preservation, architectural control, and aesthetic enhancement of the residence lots and the Common Area and Common Facilities within that certain tract of property described in the attached Exhibit "A", hereinafter referred to as the "Property", and to promote health, safety, and welfare of the residents within the above-described Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The Association shall be empowered to:

(a) Exercise all powers and privileges and to perform all the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions, and Easements, hereinafter called the "Declaration," applicable to the Property and recorded, or to be recorded, in the Recorder's Office of Ada County, and as the same may be amended and supplemented from

time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(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, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association; unpaid assessments shall constitute a lien upon the property against which the assessment has been levied;

(c) 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 Association;

(d) Borrow money and, with the assent of two-third (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 or Common Facilities to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members, provide that 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, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members; and,

(g) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Idaho Nonprofit Corporation Act 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 to the Declaration, including contract sellers (the "Owners"), shall be a member of the Association. The foregoing shall not 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 the Declaration.

ARTICLE VI

The Association shall have two (2) classes of voting membership, as follows:

Class A. Class A members shall be all Owners, with the exception of the Declarant (as "Declarant" is defined in the Declaration), and shall be entitled to one (1) vote for each lot owned. When more than one (1) 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.

Class B. The Class B member shall be the Declarant (as defined in the Declaration) and shall be entitled to four (4) votes for each lot owned. Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier: (1) when seventy-five percent (75%) of the lots are deeded to homeowners; (2) January 1, 1997.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed initially by a board of three (3) directors, until the first annual meeting of the members. Directors need not be members of the Association. The number of directors may be changed by amendment of the Bylaws or 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:

<u>NAME</u>	<u>ADDRESS</u>
Steven G. Gregory	6161 N. Willowdale Pl. Boise, Idaho 83714
Mary A. Anderson	10963 Alliance Boise, Idaho 83713
Pamela A. Graham	6161 N. Willowdale Pl. Boise, Idaho 83714

At the first annual meeting, the members shall elect one director for a term of one (1) year, one director for a term of two (2) years, and one director for a term of three (3) years. At each annual meeting thereafter, the members shall elect directors to replace those whose terms have expired, and each director so elected shall be elected for a term of three (3) years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than one hundred percent (100%) of each class of members. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the Fourth Judicial District of the State of Idaho, in and for Ada County, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

NONPROFIT LIMITATIONS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article IV hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Code.)

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

As long as there shall be a Class B membership, HUD/VA must

approve the annexation of additional property, mergers and consolidations, mortgaging or dedication of the Common Area or Common facilities, dissolution and amendment of the Articles of Incorporation.

ARTICLE XII

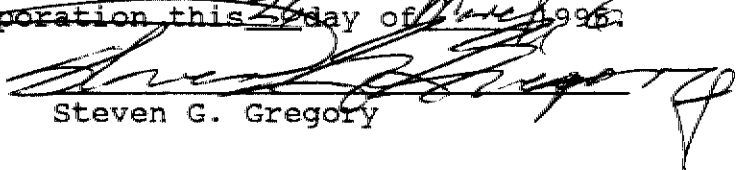
All terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration of Covenants, Conditions, Restrictions, and Easements for Mediterranean Place Subdivision and Bylaws.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership then existing.

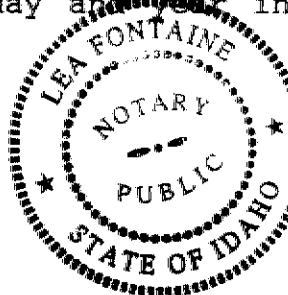
IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Idaho, I, the undersigned, constituting the incorporate of this Association, have executed these Articles of Incorporation this 30 day of March, 1996.



Steven G. Gregory

STATE OF IDAHO)
) ss.
County of Ada)

On this 26TH day of MARCH, ¹⁹⁹⁶~~1995~~, before me, THE UNDERSIGNED the undersigned, a Notary Public in and for said state, personally appeared Steven G. Gregory, know or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he 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
My Commission Expires: 6/10/2000

(SEAL)