

**ARTICLES OF INCORPORATION
OF**

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UMPQUA SUBDIVISION NO. 1 HOMEOWNER'S ASSOCIATION, INC.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3 Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is UMPQUA SUBDIVISION NO. 1 HOMEOWNER'S ASSOCIATION, INC., hereinafter called "Association."

ARTICLE II

NONPROFIT STATUS

The Association is a nonprofit corporation.

ARTICLE III

DURATION

The period of duration of the Association is perpetual.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

a. The Association is formed to provide for the operation, maintenance and care of real property commonly held by the members of the Association (the "Common Areas") and located in the Umpqua Subdivision No. 1, Ada County, Idaho (collectively, the "Development") and otherwise to act and be operated as a "homeowners association" as defined in Section 528 of the Internal Revenue Code of 1986, as amended.

b. The Association shall have all the powers of a nonprofit corporation organized under the general nonprofit corporation laws of the State of Idaho, subject only to such limitations upon the exercise of such powers as are expressly set forth in the Articles, the Bylaws, and the Declaration Establishing Covenants, Conditions and Restrictions for Umpqua Subdivision No. 1 recorded January 16, 2004, as Instrument No. 104005364, records of Ada County, Idaho, and each of the Declarations Establishing Covenants, Conditions, and Restrictions for Umpqua Subdivision No. 1, as the same may hereafter be recorded in the records of Ada County, Idaho, and any supplemental rules, guidelines and/or declaration applicable to the Development and recorded or to be recorded in the Office of the Ada County Recorder, and as the same may be amended from time to time as thereinafter recorded, collectively referred to as the "Declaration"), said Declaration being incorporated herein and set forth at length.

IDAHO SECRETARY OF STATE
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c. The Association shall have the power to do any and all lawful things which may be authorized, required or permitted to be done by the Association under the Declaration, the Articles and the Bylaws, and to do and perform any and all acts which may be necessary or property for, or incidental to the proper management and operation of Common Areas and the performance of the other responsibilities set forth in the Declaration.

ARTICLE V

BOARD OF DIRECTORS

The affairs of this Association shall be managed by its Board of Directors. The Board of Directors shall consist of no fewer than three (3) members of the Association. The actual number of Directors shall be fixed by the Bylaws of the Association. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the members of the Association in the manner and for the term provided in the Bylaws of the Association.

The names and street addresses of the persons constituting the initial Board of Directors are:

Corey Barton
P.O. Box 369
Meridian, ID 83680

Serena Clark
P.O. Box 369
Meridian, ID 83680

Adair Koltes
P.O. Box 369
Meridian, ID 83680

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

The initial principal office and mailing address of the Association is P.O. Box 369, Meridian, ID 83680. The initial registered agent of the Association is Corey Barton.
Physical Address is: 30 E Franklin ~~30~~ Meridian ID 83642

ARTICLE VII

MEMBERSHIP

The Association shall have members. Every person or entity who is a record owner, whether one or more persons or entities, of a fee simple title to any lot which is subject by the Declaration to assessment by the Association (the "Owners"), shall be a member of the Association. Each Owner consents to such membership in the Association by virtue of being an Owner. 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 assessment by the Association.

ARTICLE VIII

VOTING RIGHTS

The authorized number and qualifications of members of the Association, the different classes of members, if any, the property, voting, and other rights and privileges of members, and their liability for assessments and the method of collection thereof, shall be as set forth in the Bylaws and/or the Declaration.

ARTICLE IX

DISSOLUTION

The Association may be dissolved as provided by law.

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 Associations in such manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the Third Judicial District of the State of Idaho, in and for Ada County as said court shall determine.

ARTICLE X

NONPROFIT LIMITATIONS

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 described in Section 528 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI

BYLAWS

Provisions for the regulation of the internal affairs of the Association are set forth in the Bylaws of the Association, recorded in the records of Ada County, Idaho, as an exhibit to the Declaration.

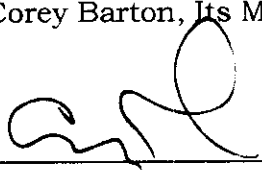
ARTICLE XII

AMENDMENTS

Subject to any limitations set forth in the Declaration, these Articles may be amended in the manner set forth in the Idaho Nonprofit Corporation Act.

IN WITNESS WHEREOF, of the purpose of forming this corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation this 21st day of January, 2004.

Dyver Development, a Limited Liability Company
By: Corey Barton, Its Manager


By: Corey Barton, Its Manager

STATE OF IDAHO)

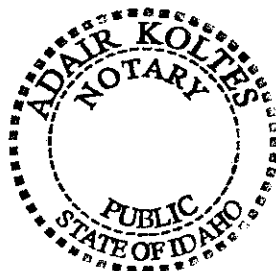
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County of Canyon)

On this 21st day of January, 2004, before me a Notary Public in and for said State, personally appeared Corey Barton, known or identified to me to be the Manager of Dyver Development, a Limited Liability Company, and acknowledged to me that he executed the same for and on behalf as such Limited Liability Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal

This 21st day of January, 2004.



Adair Koltes
Notary Public for Idaho
Residing at Nampa, ID
My Commission Expires 6/05/2004