

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

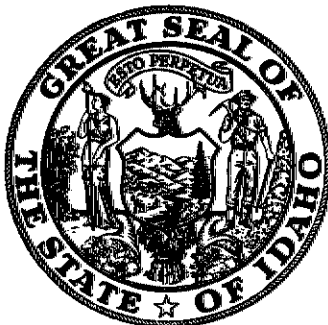
COUNTRY FOOTHILLS, INC.

File number C 107503

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 COUNTRY FOOTHILLS, 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: August 29, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Loriza Herold*

ARTICLES OF INCORPORATION
OF
COUNTRY FOOTHILLS, INC.

RECEIVED
SEC. OF STATE

94 AUG 29 AM 10 25

IDAH0 SECRETARY OF STATE
19940829 0900 24283 2
CK #: 516 CUST# 40155
CORP
10 30.00= 30.00

: C

ARTICLE I

NAME

The name of the corporation is COUNTRY FOOTHILLS, INC.

ARTICLE II

NON-PROFIT CORPORATION

The corporation is a non-profit corporation.

ARTICLE III

DURATION

The period of duration of the corporation is perpetual.

ARTICLE IV

PURPOSES

The purposes for which the corporation is organized are as follows:

1. To maintain all common areas and any common facilities including roads, irrigation systems and drainage systems for erosion control of Country Foothills Subdivision, Canyon County, Idaho. Those lots that receive irrigation water and that will share in the cost of maintaining the irrigation system are Lots A, 1, 5, 6, 7, 8, 9, 12, 13 and 14, of Block 1 of Country Foothills Subdivision and property located 23887 Tyler Lane, Middleton, Idaho.

2. To do all lawful things necessary to the continued maintenance and operation of the common areas and systems, including the power to borrow money, issue bonds, mortgages or other commitments as security for money loaned or borrowed.

3. To purchase, lease, hold, sell, develop, mortgage, convey or otherwise acquire or dispose of real and personal property necessary and proper for the carrying out of the purposes of this corporation.

4. To do all things permitted to be done by a non-profit organization by laws of the State of Idaho, so long as the purpose is to carry out the necessary functions of the corporation.

ARTICLE V

MEMBERS

1. The corporation shall have members. There shall be no stock issued, and no dividends or pecuniary profits shall be declared to the members. Members shall be issued certificates of membership.

2. Any person, corporation or co-partnership who shall own improved real property within Country Foothills Subdivision as on file and of record in Plat Book Number _____ at Page _____, Instrument No. _____, in the office of the County Recorder, Canyon County, Idaho, shall be a member of this corporation and shall have a voting right in said corporation. There shall be one such membership and vote in the corporation for each improved lot within said Country Foothills Subdivision. In the event any one person, corporation or co-partnership shall own more than one lot, such owner shall be entitled to one vote for each lot owned. A purchaser under a valid and existing contract of sale shall be considered an owner of such property as he may be purchasing. Membership and voting rights in this corporation shall be appurtenant to each lot in Country Foothills Subdivision, and no membership or shares shall be separated or severed from the land to which it is appurtenant or sold or transferred separate and apart from said land, and the ownership of land within the subdivision shall be determinative of the right to exercise the powers of membership in this corporation, and such membership and voting right shall pass and inure to the benefit of any person who shall become the owner of any lot located in said subdivision. Membership in this association shall be assessable to the members thereof, as may be provided in the by-laws; and such members shall be personally liable for the assessments of the monthly fee, as may be provided by the by-laws of the corporation. New members may be admitted and shall be entitled to vote and share in the property of the association with the old members in accordance with the general rules of membership. Unpaid fees shall be deemed to be a lien against the individual or lots for which assessments have not been paid.

ARTICLE VI

DISSOLUTION OF CORPORATION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for all of the liabilities of the corporation, dispose of all of the assets of the corporation by transferring the same to such organization or organizations

organized and operated as nonprofit organizations for purposes similar to the purposes of Country Foothills, Inc. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization of organization, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

AMENDMENTS

These articles may be amended by a two-thirds vote of ALL lot owners at any regular special meeting, providing written notice of the proposed amendment or amendments has been mailed to each member at his last known address at least ten (10) days in advance of the meeting.

ARTICLE VIII

ADDRESS

The street address of the corporation's initial registered office and the name of its initial registered agent at such street address are as follows:

Registered Agent: STAN DUNCAN

Initial Registered Office: 5131 W. Stoker Lane #304
Boise, Idaho 83703

ARTICLE IX

DIRECTORS

The number of directors constituting the initial Board of Directors is three, and the name and street address of the initial Board of Directors are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--|
| STAN DUNCAN | 5131 W. Stoker Lane #304 Boise, Idaho 83703 |
| ROXANNE DUNCAN | 5131 W. Stoker Lane #304 Boise, Idaho 83703 |
| JOHN C. LINDBLOOM | 7211 West Moon Valley Road Eagle, Idaho 83616 |

ARTICLE X

INCORPORATORS

The name and street address of each incorporator is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------|--|
| STAN DUNCAN | 5131 W. Stoker Lane #304 Boise, Idaho 83703 |

IN WITNESS WHEREOF, the undersigned have signed the Articles of Incorporation this 25th day of AUGUST, 1994.

INCORPORATOR:

