

State of Idaho

Department of State

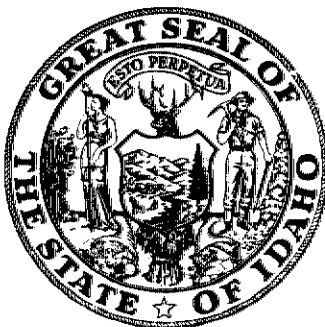
CERTIFICATE OF INCORPORATION OF

VAQUERO RIDGE OWNERS' ASSOCIATION, INC.
File number C 118616

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 VAQUERO RIDGE OWNERS' 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 10, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Reimer*

ARTICLES OF INCORPORATION

OF

VAQUERO RIDGE OWNERS' ASSOCIATION, INC.
(A NONPROFIT CORPORATION)

The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such nonprofit corporation:

ARTICLE I

The name of the corporation is VAQUERO RIDGE OWNERS' ASSOCIATION, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are: to perform any and all acts which may be necessary or proper for, or incidental to proper management and operation of the common areas of the Vaquero Ridge Subdivision and performance of the other responsibilities of the corporation as granted and assigned by the Declaration of Protective Covenants, Conditions and Restrictions of said subdivision as recorded in Ada County, Idaho; and, the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the Idaho Nonprofit Corporation Act.

ARTICLE IV

The corporation shall have members, who shall qualify as for membership by an ownership interest in any lot in the Vaquero Ridge Subdivision. Upon dissolution the corporation shall transfer its remaining assets to its members in equal shares as it winds up and liquidates its affairs.

ARTICLE V

Provisions for the regulation of the internal affairs of the corporation are the By-Laws of the corporation, consistent with the Declaration of Protective Covenants, Conditions and Restrictions of the Vaquero Ridge Subdivision, as they may be amended.

ARTICLE VI

Pursuant to Idaho Code Section 30-3-49, any action required by the Idaho Nonprofit Corporation Act to be taken at a meeting of the members may be taken without a meeting if a consent in writing,

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IDAHO SECRETARY OF STATE
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setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof; such consent shall have the same effect as a unanimous vote of members.

ARTICLE VII

The address of the initial registered office of the corporation is 700 W. Overland Road, Meridian, Idaho 83642, and the name of its initial registered agent at such address is Scott Nicholson.

ARTICLE VIII.

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:


<u>NAME</u>	<u>ADDRESS</u>
Scott Nicholson	P.O. Box 690 Meridian, Idaho 83680
Monte Dennett	P.O. Box 3201 Boise, Idaho 83703
Thomas T. Nicholson	P.O. Box 690 Meridian, Idaho 83680

ARTICLE IX

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Monte Dennett	P.O. Box 3201 Boise, Idaho 83703

DATED This 27 day of February, 1997.



MONTE DENNETT, Incorporator