

**FILED EFFECTIVE**

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STATE OF IDAHO

**ARTICLES OF INCORPORATION  
of  
EAGLE CREST ESTATE HOMEOWNERS' ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS, that we, each being a natural person of full age and a citizen of the United States have voluntarily and hereby associate ourselves together for the purpose of forming a not-for-profit cooperative association, under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 3. I do hereby certify, declare and adopt the following Articles of Incorporation.

***ARTICLE I***

NAME

The name of the Corporation is: EAGLE CREST ESTATE HOMEOWNERS' ASSOCIATION, INC.

***ARTICLE II***

EXISTENCE

The period of existence and the duration of the life of this Corporation shall be perpetual.

***ARTICLE III***

STATUS

This Corporation shall be a non-profit cooperative association.

***ARTICLE IV***

REGISTERED OFFICE

The location and post office address of the registered office and name of the registered agent of this Corporation shall be: R. Todd Blass; 16. 4<sup>th</sup> Avenue North, Twin Falls, Idaho 83301.

IDAHO SECRETARY OF STATE  
03/15/2005 05:00  
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## ***ARTICLE V***

### **PURPOSE, NATURE AND OBJECTIVE OF THE ASSOCIATION**

The nature, purposes, and objectives of this residential real estate management association is to provide an entity for the acquisition, construction, management, maintenance, and care of the Association's property.

The cooperative association (hereinafter referred to as "the Association") shall perform such duties and functions as are required by it to be performed pursuant to these Articles of Incorporation and a certain Declaration of Covenants, Conditions and Restrictions which shall be recorded in the office of the County Recorder for Twin Falls County, State of Idaho, for Eagle Crest Estate Homeowners' Association, Inc., and shall be governed by the By-Laws adopted by the two-thirds vote of the total membership of the Association.

The Association shall have the power to have, exercise and enforce all rights and privileges and to assume, incur, perform and carry out and discharge all duties, obligations and responsibilities of an association as provided for by Idaho law and as the Declaration of Covenants, Conditions and Restrictions require as they are originally executed or as amended, if they are amended. The Association shall have the power to adopt and enforce rules and regulations covering the use of any "property," as that term is defined in the Declaration of Covenants, Conditions and Restrictions, to levy and collect the periodic and special assessments and charges against the lots and the members thereof, and in general to assume and perform all of the functions to be assumed and performed by the Association as provided for in the Declaration. It shall have the power to transfer, assign, or delegate such duties, obligations or responsibilities to other persons or entities as provided for and permitted by Idaho law, the Declaration, or the Association's By-Laws in an agreement executed by the Association with respect thereto.

The Association shall actively foster, promote and advance the interest of owners of lots within the "property."

## ***ARTICLE VI***

### **ADDITIONAL ASSOCIATION POWERS**

In addition to the foregoing, where not inconsistent with Idaho law or the Declaration of Covenants, Conditions and Restrictions, the Corporation shall have the following powers:

1. The authority set forth in Title 30 of the Idaho Code relating to the organization and conduct of general business corporation.
2. To buy, sell, acquire, hold or mortgage, or enter into security agreements, pledge, lease, assign, transfer, trade in and deal with all kinds of personal property, goods, wares, and merchandise of every kind, nature and description.
3. To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and other real property, hereditaments and appurtenances of all kinds and wherever situated, and of any interests and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.

4. To borrow money, draw, make, accept, enforce, transfer and execute promissory notes, debentures and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets real or personal, at any time owned or held by this Corporation.
5. To have one or more offices, to carry on all of any part of its operations and business, to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection of benefit of the Association, and which now or may hereafter be authorized by law, and this to be the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees or otherwise, and either alone or in connection with any firm, person, association or corporation.
6. The foregoing clauses are to be construed both as objects and powers. As hereby expressly provided, the enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the Corporation. The Corporation shall have the power to do all acts that are necessary and convenient to obtain to objects and purposes herein set forth to the same extent and as fully as any natural person could or might do within the framework of these Articles of Incorporation and the general corporation laws for the State of Idaho.
7. Notwithstanding any of the foregoing to the contrary, the Association shall perform only such functions which will qualify it to be treated as a "Homeowners Association" under Section 528 of the 1954 Internal Revenue Code as added by Section 2101 of the Tax Reform Act of 1976. The Association, by and through its authorized officers, is specifically authorized to make such election under Section 528 of the Internal Revenue Code as to qualify it as a it as a "Homeowners Association" as that Act exists at the time of the execution of this document or as the same shall be amended to include the regulations promulgated thereunder, to include all interpreted governmental actions.
8. Distribution on Dissolution. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, as amended from time to time, in such a manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 organizations, as such court shall determine to be consistent with the purposes of the Corporation.

## ***ARTICLE VII***

### **MEMBERSHIP CERTIFICATES, VOTING POWER AND DETERMINATION OF PROPERTY RIGHTS AND INTERESTS**

1. Each member shall be entitled to receive a certificate of membership for each lot he owns pursuant to the Declaration of Covenants, Conditions and Restrictions.
2. The members of the Corporation must be and remain owners of lots within the project set forth in the Declaration of Covenants, Conditions and Restrictions, to be recorded in Twin Falls County, State of Idaho, and the Association shall include all owners of lots within said project. If title to a lot is held by more than one person, the persons owning said lot will designate one of them as the

lot is held by more than one person, the persons owning said lot will designate one of them as the "member" and that person's name shall appear on the certificate and that person shall be entitled to the voting rights created herein.

3. No person or entity other than an owner may be a member of the Association. A member shall not assign or transfer his membership certificate except in connection with the transfer of his lot. Membership in the Association is hereby declared to be appurtenant to the title of the lot upon which such membership is based and automatically shall pass with the sale or transfer of the title of the lot. Members shall not have preemptive rights to purchase other memberships in the Association or other lots within the development.
4. The voting rights of each member of the Association shall be equal.

### ***ARTICLE VIII***

#### **ASSESSMENTS**

Each member shall be liable for the payment of periodic and special assessments as provided for in the Declaration of Covenants, Conditions and Restrictions.

### ***ARTICLE IX***

#### **BY-LAWS (ALTERATION, ADOPTION OR AMENDMENT)**

The members are specifically empowered to draft such by-laws as are necessary to govern the internal affairs of the Association. The By-Laws of this Association may be altered, amended or new by-laws adopted at any regular or special meeting of the Corporation called for that purpose by the affirmative vote of two-thirds of the total membership.

### ***ARTICLE X***

#### **AUTHORITY TO INCORPORATE BY REFERENCE**

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the Corporation and the members thereof, including the liability of the members for the payment of assessments, the By-Laws may incorporate by reference the provisions of the Declaration of Covenants, Conditions and Restrictions recorded in Twin Falls County, State of Idaho, provide that a true and correct copy of such Declarations of Covenants, Conditions and Restrictions is attached to and made part of the By-Laws of the Corporation.

## ***ARTICLE XI***

### **BOARD OF DIRECTORS**

The business and affairs of the Association shall be managed and controlled by the Board of Directors. The original Board of Directors shall be three (3) in number; however, the By-Laws of the Association, subject to the voting requirements contained therein, may provide for an increase or decrease in their number provided that the number of directors shall not be greater than nine (9) or less than three (3).

## ***ARTICLE XII***

### **NAMES AND ADDRESSES**

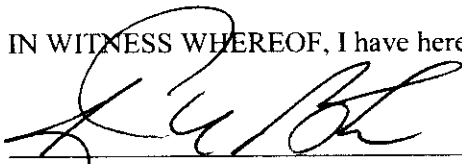
The name and post office address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
R. Todd Blass	P.O. Box 486, Twin Falls, Idaho 83303-0486

The names and post office address of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
R. Todd Blass	P.O. Box 486, Twin Falls, Idaho 83303-0486
Robert Blass	2122 East 4400 North, Filer, Idaho 83328
Roger Blass	2178 East 4400 North, Filer, Idaho 83328

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9 day of March, 2005.

  
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**R. TODD BLASS**

STATE OF IDAHO  
County of Twin Falls

On this 9 day of March, 2005, before me, the undersigned, Notary Public in and for said State, personally appeared **R. TODD BLASS** known or identified to me to be the President of the corporation that executed this instrument, or the person 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

Alysia K. Beebe  
Notary Public for Idaho  
Residing at: Twin Falls  
My Commission expires: 2-28-2009

