

**FILED EFFECTIVE**

ARTICLES OF INCORPORATION  
OF  
2003 JUN -2 PH 2 RAINBOW RIDGE TOWNHOUSE  
SECRETARY OF STATE OWNERS ASSOCIATION, INC.  
STATE OF IDAHO an Idaho Non-Profit Corporation

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, acting as the incorporators under the provisions of the Idaho Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

1. **NAME:** The name of this corporation shall be:

**RAINBOW RIDGE TOWNHOUSE OWNERS ASSOCIATION, INC.,**

and said corporation is and shall be a non-profit corporation.

2. **THE PURPOSE OF THE CORPORATION SHALL BE:**

2.1. To care for the improvements and maintenance of the property and maintain the buildings, improvements, roads, driveways and landscaping, including but not limited to: the exterior decoration and appearance of the buildings, fencing, mowing of lawns, and snow removal.

2.2. To aid and cooperate with the Owners in the enforcement of all conditions, covenants and restrictions on or appurtenant to their property.

2.3. Exercise any and all power that may be delegated to it from time to time by the Owners.

2.4. The Association shall not engage in politics or pursue any political purpose.

3. **POWERS:** Pursuant to the purposes of the Corporation, the Corporation is hereby authorized and empowered to do and act, and to carry on any business authorized by the Corporation and the State of Idaho, as necessary to compliment and augment the general purposes of the Corporation.

4. **EXISTENCE:** This Corporation shall have perpetual existence.

5. **MEMBERSHIP:**

IDAHO SECRETARY OF STATE  
06/03/2003 05:00  
CK: 2614 CT: 49995 BH: 683055  
1 @ 30.00 = 30.00 INC HNCP # 2

5.1. Membership shall be composed of and restricted to persons or duly organized entities under the laws of the State of Idaho who own Units in River Valley Townhouses, pursuant to Idaho Code, Title 55, Chapter 15, in the City of Irwin, hereinafter referred to as "The Project".

5.2. No Membership certificates shall be issued. "Member", as referred to herein, shall mean all the Owners of each Unit. If ownership of a Unit is held by one or more persons or entities, the multiple Owners of the Unit shall be deemed a single Owner or Member for purposes of voting in meetings of the Corporation. The voting power of each Unit shall be equal and each Member shall be entitled to cast one vote (per Unit owned) in any and all Owners Association Meetings.

5.3. Membership interests shall be transferred upon transfer or disposition of a Member's interest or ownership in and to a Unit. Membership qualifications shall be further delineated, described, and resolved by the Board of Managers.

5.4. If, following a hearing after due notice, the Board of Managers shall find that a Member has refused to or has not paid all sums due to the Corporation within thirty (30) days after demand for the same, it may suspend his rights as Member or terminate his Membership. On termination of such Membership in the Corporation all rights and interest of such Member in the Corporation shall cease.

5.5. A Member may not withdraw from Membership at any time unless the Project is terminated.

6. **REGISTERED AGENT:** The name and address of the initial registered agent of the Corporation are:

Carl Jack Lee  
395 Irwin North Road  
Irwin ID 83428

7. **INCORPORATORS AND INITIAL DIRECTORS AND/OR MANAGERS:** The management of the Corporation shall be carried out by a Board of Managers consisting of four (4) persons unless expanded by and as allowed by the By-Laws. The Incorporators and Initial Board of Managers are and shall be:

Carl Jack Lee 395 Irwin North Road Irwin ID 83428	4 years
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Alma Kathlene Lee 395 Irwin North Road Irwin ID 83428	1 years
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Peter R. Taft 3 years  
355 S. Grand Ave, 35th Floor  
Los Angeles CA 90071-1560

Diana Todd  
355 S. Grand Ave, 34th Floor  
Los Angeles CA 90071-1560

The Term of each Manager shall be as set forth in the By-Laws of the Corporation.

## 8. ASSESSMENTS:

The Board of Managers shall determine the amount and method of payment of Assessments, in accordance with the By-Laws of the Corporation.

**9. DISSOLUTION/LIQUIDATION:** In the event of the dissolution and liquidation of this Corporation, to the extent allowed or permitted under applicable laws, the property and assets of the Corporation shall be, as determined by the Board of Managers, distributed to or sold and the proceeds of such sales distributed to any other corporation(s) organized and operating for the same purposes for which the Corporation is organized and operating. In the event no other corporation is so qualified, the proceeds shall be distributed prorata 1/32nd each to the Members of the Corporation in accordance with the Declaration of Covenants, Conditions and Restrictions of Rainbow Ridge Townhouses.

**10. AMENDMENT:** The Articles of Incorporation may be amended as permitted and provided by Idaho Code.

**IN WITNESS WHEREOF**, the undersigned hereby execute these Articles of Incorporation in duplicate and certify to the truth of the facts herein.

Dated: 4/29/03

Carl Jack Lee  
Carl Jack Lee  
Alma Kathlene Lee  
Alma Kathlene Lee  
Peter R. Taft  
Peter R. Taft  
Diana Todd  
Diana Todd

Peter R. Taft  
355 S. Grand Ave, 35th Floor  
Los Angeles CA 90071-1560

Diana Todd  
355 S. Grand Ave, 34th Floor  
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Dated:

Carl Jack Lee

Alma Kathlene Lee  
Alma Kathlene Lee

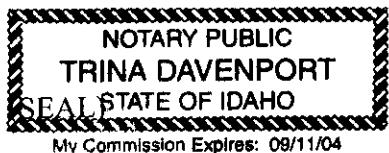
Peter R. Taft

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Diana Todd

STATE OF IDAHO )  
                    ) SS.  
COUNTY OF BONNEVILLE )

On \_\_\_\_\_, before me, the undersigned, personally appeared **CARL JACK LEE and ALMA KATHLENE LEE**, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.



*Davenport*

NOTARY FOR THE STATE OF Idaho  
Commission Expires: 9/11/2004

STATE OF CALIFORNIA )  
                    ) SS.  
COUNTY OF \_\_\_\_\_ )

On \_\_\_\_\_, before me, the undersigned, personally appeared **PETER TAFT and DIANA TODD**, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

(SEAL)

NOTARY FOR THE STATE OF \_\_\_\_\_  
Commission Expires: \_\_\_\_\_

STATE OF CALIFORNIA  
COUNTY OF LOS ANGELES

)  
) SS.  
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On April 29, 2003, before me, the undersigned, personally appeared Diana Todd, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

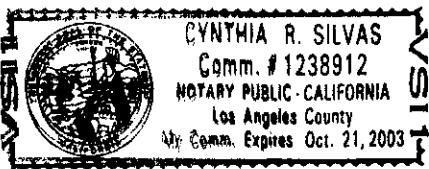


*Donna Blazio*  
NOTARY FOR THE STATE OF CALIFORNIA  
Commission Expires: May 20, 2004

STATE OF CALIFORNIA  
COUNTY OF LOS ANGELES

)  
) SS.  
)

On April 30, 2003, before me, the undersigned, personally appeared Peter R. Taft, known 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.



*Cynthia R. Silvas*  
NOTARY FOR THE STATE OF CALIFORNIA  
Commission Expires: 10-21-03