

**ARTICLES OF INCORPORATION
OF
HARVEST VALLEY HOMEOWNERS' ASSOCIATION, INC.**

FILED EFFECTIVE

The undersigned, for the purpose of organizing a corporation under and pursuant to the provisions of Idaho Code Title 30, commonly known as the Idaho Nonprofit Corporation Act, does hereby associate as a body corporate and adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is: **Harvest Valley Homeowners' Association, Inc.**

ARTICLE II

Purpose

The purpose of this corporation is to provide for the maintenance, preservation and architectural control, together with the regulation of activities in the Lots and improvements of Harvest Valley Subdivision (the "**Development**") located in Gem County, Idaho, and to promote the health, safety, welfare, comfort, convenience and economic well-being of the present and future owners of residential dwellings in the Development and for those purposes to:

A. Exercise all the powers and privileges and perform all of the duties and obligations of the Association as the same may be set forth in these Articles, the Bylaws of the Association and the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions of Harvest Valley Subdivision (the "**Declaration**"), recorded, or to be recorded, in the County Records, Gem County, Idaho, and as the same may be amended from time to time as therein provided.

B. Fix, levy, collect and enforce payment by any lawful means of all charges, assessments and expenses pursuant to the terms of the Declaration and to pay all expenses in connection therewith and incident to the conduct of the business of the Association.

C. Acquire by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association.

D. Insofar as permitted by law, and consistent with the provisions and purposes hereof, to do any other thing that, in the judgment of the Board of Directors, will promote the common benefit and enjoyment of the members.

ARTICLE III

Non-Profit

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

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ARTICLE IV

Duration

The period of duration of corporate existence of this corporation shall be perpetual.

ARTICLE V

Registered Office

The location of the registered office of this corporation shall be c/o CT Corporation System, 300 North 6th Street, Boise, Idaho 83702, or such other place within the State of Idaho as the Board of Directors shall designate. The initial registered agent of this corporation at that address shall be CT Corporation System.

ARTICLE VI

No Personal Liability

There shall be no personal liability of members, directors, or officers of the corporation for the corporation's obligations.

ARTICLE VII

Incorporator

The name and post office address of the incorporator (being a natural person of full age) of this corporation is:

Megan Tjernagel
4720 Mortensen Road
Suite 105
Ames, IA 50014

ARTICLE VIII

Board of Directors and Term

The general conduct and management of the affairs of the corporation shall be vested in the Board of Directors of the Association, all of whom must be members of the Association.

The corporation, having a single incorporator, hereby appoints the three (3) below-named persons as the first board of directors until the first annual meeting of the members when successors will be appointed as described below.

Ron Hickman

Grant Tjernagel

Megan Tjernagel

4720 Mortensen Road

4720 Mortensen Road

4720 Mortensen Road

Suite 105

Suite 105

Suite 105

Ames, IA 50014

Ames, IA 50014

Ames, IA 50014

ARTICLE IX
Board Action Without a Meeting

A. Any action required or permitted to be taken at a board meeting may be taken by written action signed by the number of Directors required to take such an action at a board meeting duly called for such purpose; provided that all Directors must be notified of the text of the written action prior to the signing by any of the Directors.

B. The written action is effective when signed by the required number of Directors, or, in the case of the first Board, when signed by the sole Director, unless a different effective time is provided in the written action.

C. When written action is permitted to be taken by less than all Directors, all Directors shall be notified immediately of its effective date. Failure to provide the notice does not invalidate the written action.

ARTICLE X
Members

There shall be two classes of membership as provided in the Declaration. Ownership of a Lot for purposes of membership shall be as defined in the Declaration and in the Bylaws. Membership shall be appurtenant to and may not be separated from ownership of any Lot. The Class A Members shall all be Owners and shall be entitled to one vote for each Lot owned. the Class B Member shall be entitled to five (5) votes for each Lot owned.

When more than one person holds an interest in a Lot, all such persons shall be members. The vote for such Lot shall be exercised as they shall determine among themselves, but in no event shall more than one vote be cast with respect to any Lot. The vote for a Lot must be cast by the Owners of the Lot acting together and may not be divided among the Owners of a Lot.

ARTICLE XI
Quorum

Members entitled to cast thirty percent (30%) of the total voting power of the Association are required for a quorum.

ARTICLE XII
Powers

For carrying out the purposes and intents of this corporation, the Association shall have all the rights, powers and privileges granted to a nonprofit corporation under the laws of the State of Idaho, including, but not limited to, the following:

A. To prescribe rules and qualifications for membership and rules and regulations for the use and enjoyment of the Lots located on the Property, including remedies for the enforcement of any such rules and regulations.

B. To levy assessments against the Owners of the Lots as provided in the Declaration, which assessments shall be secured by liens against the Lots as provided in the Declaration.

C. To do any act or thing necessary or appropriate to the exercise of any power herein granted, or granted in the Declaration or the Bylaws, necessary or appropriate to effect the purposes herein expressed, including powers implied from express grants or power herein.

ARTICLE XIII

Bylaws

The Bylaws of the corporation shall be adopted or amended by the membership of the Association. Such Bylaws may contain such rules and regulations governing membership in the Association and the conduct of the activities thereof as the members deem proper; and may provide for the amendment thereof by the Board of Directors in any respect not inconsistent with these Articles.

ARTICLE XIV

Dissolution

The Association may be dissolved with the assent given in writing and signed by members holding not less than eighty percent (80%) of the total voting power of the Association and eighty percent (80%) of all Mortgagees holding a first mortgage on a Lot. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization devoted to similar purposes.

ARTICLE XV

Capital Stock

This corporation shall have no capital stock.

ARTICLE XVI

Amendment

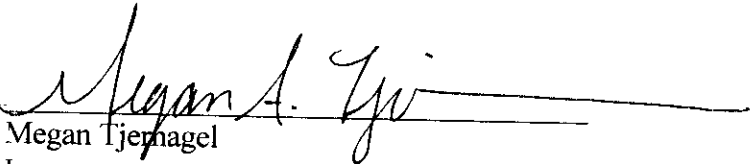
These Articles may be amended only by the members with the quorum and votes necessary to effect such amendment prescribed by the Bylaws and the Declaration.

ARTICLE XVII

Miscellaneous

All matters relating to the management and conduct of the affairs of the Association not specified herein shall be as prescribed in the Bylaws or the Declaration of the Association, or as prescribed by the laws of the State of Idaho in force and in effect from time to time. Capitalized terms used herein shall have the meaning set forth in the Declaration unless otherwise stated herein.

IN TESTIMONY WHEREOF, I have hereunto set forth my name this 28th day of September, 2006.


Megan Tjernagel
Incorporator