



CERTIFICATE OF INCORPORATION
OF

DE LA CHERIE TOWNHOUSE DEVELOPMENT OWNER'S ASSOCIATION, INC.

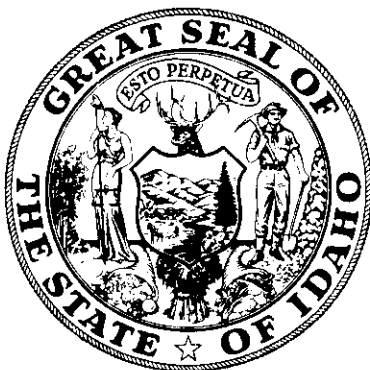
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

DE LA CHERIE TOWNHOUSE DEVELOPMENT OWNER'S 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 January 5th, 19 82.



SECRETARY OF STATE

Corporation Clerk

RECEIVED

'82 JAN 5 AM 11:24

SECRETARY OF
STATE

ARTICLES OF INCORPORATION
OF

DE LA CHERIE TOWNHOUSE DEVELOPMENT OWNER'S ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes and objectives hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and more particularly Chapter 3 of Title 30, Idaho Code, and the acts amendatory thereof and supplemental thereto, do hereby associate ourselves together with such other persons as may associate themselves and their successors, for the purpose of incorporation, and do hereby certify as follows:

ARTICLE I

The name of the corporation is DE LA CHERIE TOWNHOUSE DEVELOPMENT OWNER'S ASSOCIATION, INC. (hereinafter DE LA CHERIE TOWNHOUSE ASSOCIATION).

ARTICLE II

Without limiting the general powers of the corporation, the purposes and objectives for which it is formed are as follows:

A. To form an association under Chapter 3 of Title 30, Idaho Code, for the purpose of receiving and accepting grants of right, title and interest of real property transferred to it subject to such functions and obligations as may be imposed thereon and contemplated therefor under protective covenants and restrictions prescribed by DE LA CHERIE TOWNHOUSE ASSOCIATION or its authorized designee pursuant to the establishment of a general plan for the integrated development, improvement, maintenance and protection of such portions of said real property as DE LA

CHERIE TOWNHOUSE ASSOCIATION or its authorized designee may from time to time designate as being subject thereto.

B. To form an association under Chapter 3 of Title 30, Idaho Code, for the purpose of being required to receive and accept, and which it hereby obligates itself to receive and accept, grants of right, title and interest of real property transferred to it, to maintain and preserve the streets, lanes, rights-of-way, easements, and common areas of said real property, including shrubs and trees located thereon and to assume the functions and obligations imposed on said real property and contemplated therefor, under the protective restrictions and covenants set forth in those certain Restrictive Covenants filed on even date of the recording of these Articles of Incorporation in the County of Canyon, State of Idaho, by DE LA CHERIE TOWNHOUSE ASSOCIATION, and to assume similar functions subject to similar obligations under any supplemental declarations hereinafter filed by DE LA CHERIE TOWNHOUSE ASSOCIATION or its authorized designee with respect to real property now or hereinafter subject to this or any subsequent declaration.

C. To form an association under Chapter 3 of Title 30, Idaho Code, with all the powers and privileges that inure to such associations under the corporation laws of the State of Idaho provided that, nevertheless, no power hereunder granted or given shall allow any member, Director or Officer to organize or conduct the corporation for the purpose, either directly or indirectly, of fixing prices or regulating the production of any article of commerce or of any produce of the soil for consumption by the people, and that no power hereunder granted or given shall allow any member, Director or officer to carry on any propaganda or otherwise attempt to influence legislation, which acts are all expressly declared to be ultra vires and contrary to the purposes and objectives

for which the corporation is formed.

D. For the benefit of the members of this Association and the land within the DE LA CHERIE TOWNHOUSE DEVELOPMENT OWNER'S ASSOCIATION, INC. to operate and maintain such utility services as may be reasonably necessary for so long as the same shall be necessary, including a sewage treatment plant and the furnishing of domestic water, and may develop and maintain recreational areas within the DEVELOPMENT.

E. To form an association under Chapter 3 of Title 30, Idaho Code, where the rights, privileges, burdens, responsibilities and interests of all members shall be based upon the ownership of each lot, dwelling unit or other property area designated for membership in those certain Restrictive Covenants filed on even date of the recording of these Articles of Incorporation in the County of Canyon, State of Idaho, by DE LA CHERIE TOWNHOUSE ASSOCIATION, or in such supplemental declarations of protective covenants and restrictions as DE LA CHERIE TOWNHOUSE ASSOCIATION, or its authorized designee may hereinafter file, and whereby the owner thereof shall automatically become a member of the association solely by virtue of such ownership and shall automatically have and benefit from all rights and privileges and shall automatically be subject to all burdens and responsibilities attributable to such ownership.

ARTICLE III

The corporation shall have general powers to do all acts as are necessary or convenient to achieve the purposes and objectives for which it is formed as set forth in these Articles of Incorporation and to the same extent and as fully as any natural person could or might do and as are not forbidden by law or by these Articles of Incorporation, and without limiting the nature of the general powers of the

corporation, it shall have full powers and authority to act as follows:

A. To receive and accept and to be obligated to receive and accept grants of right, title and interest of real property transferred to it, to maintain and preserve the streets, lanes, rights-of-way, easements, and common areas of said real property, including shrubs and trees located thereon, and to assume the functions and obligations imposed on said real property and contemplated therefor under the protective restrictions and covenants set forth in that certain Restrictive Covenants filed on even date of the recording of these Articles of Incorporation in the County of Canyon, State of Idaho, by DE LA CHERIE TOWNHOUSE ASSOCIATION, and to assume similar functions subject to similar obligations under any supplemental declarations hereinafter filed by DE LA CHERIE TOWNHOUSE ASSOCIATION or its authorized designee to real property now or hereinafter subject to this or any subsequent declaration.

B. To prosecute any action at law or in equity against any person or persons who violate or attempt to violate the protective restrictions and covenants set forth in that certain set of Restrictive Covenants filed on even date of the recording of these Articles of Incorporation in the County of Canyon, State of Idaho, by DE LA CHERIE TOWNHOUSE ASSOCIATION or in such supplemental declarations of protective covenants and restrictions as DE LA CHERIE TOWNHOUSE ASSOCIATION or its authorized designee may hereinafter file, and to either prevent violations of said protective restrictions and covenants or recover damages sustained by reason of such violations, and further to do all acts as are necessary or convenient to carry out the provisions of said protective restrictions and covenants; nevertheless, except in strict compliance with the provisions of said protective

restrictions and covenants it shall not have power and authority to assign, convey, grant, release, quitclaim or in any way modify the right, title and interest of any real property subject thereto and other statement in these Articles of Incorporation of its powers and authority notwithstanding.

C. To receive and accept, to take and to hold, directly or indirectly, by bequest, devise, gift, purchase or lease either absolutely or in trust any real or personal property without limitation as to amount or value for any of the purposes and objectives set forth in these Articles of Incorporation.

D. For any of the purposes and objectives set forth in these Articles of Incorporation to borrow money, draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, notes and other evidence of indebtedness.

E. For any of the purposes and objectives set forth in these Articles of Incorporation to assign, deliver, convey, mortgage or pledge any real or personal property without limitation as to amount or value to secure any indebtedness incurred or contract entered into.

F. To buy, sell, trade and deal in every nature of stocks, bonds, securities, commodities, and contracts for the future delivery of commodities, on margin or otherwise, and in connection therewith to borrow money on and to pledge any and all said stocks, bonds, securities, commodities, and contracts for the future delivery of commodities for any of the purposes and objectives set forth in these Articles of Incorporation.

G. To invest and reinvest its principal and to manage and expend said principal and the income derived therefrom in the manner which in the judgment of the Board of Directors will best promote the purposes and objectives set forth in these Articles of Incorporation, said power to invest and reinvest shall not be subject to the trust principal

prohibiting the mingling of assets from various donor's gifts for investment purposes whether such gifts are absolute or in trust, and the members of the Board of Directors in the management of said principal shall not be held to a higher fiduciary standard of care than that applicable to members of the Board of Directors of a general corporation of the State of Idaho.

H. To make, perform and carry out any contracts made or obligations incurred of any kind or description for any lawful purpose without limit as to nature or amount with any person, firm, association or corporation, whether public or private, or with any government agency for any of the purposes and objectives set forth in these Articles of Incorporation.

I. To maintain one or more offices to accomplish and achieve all or any part of the purposes and objectives set forth in these Articles of Incorporation.

J. To do all and everything which in the judgment of the Board of Directors is necessary, convenient, suitable or proper and which is or shall hereafter be authorized by law to accomplish and achieve all or any of the purposes and objectives set forth in these Articles of Incorporation and for its protection or benefit to the same extent and as fully as any natural person, principal, agent, contractor, trustee or otherwise, acting alone or in connection with any other person, firm, association or corporation could or might do and as not forbidden by law or by these Articles of Incorporation.

K. To have and to exercise any and all powers and authority under and pursuant to the provisions of the general corporation laws of the State of Idaho, and more particularly Chapter 3 of Title 30, Idaho Code, and the acts amendatory thereof, supplemental thereto and substituted therefor.

Paragraphs A through K of Article III of these Articles of Incorporation are to be construed and interpreted as specifying purposes and objectives as well as general powers and authority of the corporation, and it is hereby expressly provided that said specification of purposes and objectives as well as general powers and authority shall not be construed and interpreted to in any manner restrict or limit the lawful exercise of the full general powers and authority of the corporation under and pursuant to the provisions of the general corporation laws of the State of Idaho, and more particularly Chapter 3 of Title 30, Idaho Code, and the acts amendatory thereof, supplemental thereto, and substituted therefor. The specification of purposes and objectives as well as general powers and authority of the corporation set forth in Paragraphs A through K of Article III of these Articles of Incorporation shall not, except as otherwise expressly provided, be limited or restricted in any way by reference therein or by inference to be drawn from the provisions or terms of any other paragraph, sub-paragraph or clause of these Articles of Incorporation.

ARTICLE IV

In no event shall any income or assets of the corporation be distributed to or inure to the benefit of any member, director or officer hereof, either directly or indirectly, other than as bona fide expenses in carrying out the instructions and directions of the Board of Directors and the officers in order to accomplish and achieve the purposes and objectives of the corporation.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The street address of the initial registered office of the corporation shall be 2100 Brookside Drive, Boise,

Idaho. GENE R. BAXTER is the initial registered agent and resides at the above address.

ARTICLE VII

The corporation shall not issue any capital stock, but shall issue membership certificates to each member hereof. Membership in the association is and shall always be appurtenant to such ownership and shall automatically pass with the transfer of title of such lot, dwelling unit, or other property area designated for membership in the association. Any member of the association may cast his one (1) vote by giving a proxy. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VIII

The names and post office addresses of the incorporators and the membership of each in the association are indicated as follows:

<u>NAME</u>	<u>ADDRESS</u>
GENE R. BAXTER	2100 Brookside Drive Boise, ID
PHYLLIS BAXTER	2100 Brookside Drive Boise, ID

ARTICLE IX

The private property of any member of the association shall not be subject to the payment of corporate debts to any extent whatsoever, and the membership certificates shall not be subject to assessment for any purposes of paying expenses, conducting busienss or paying debts of the corporation.

ARTICLE X

The number of the Directors of the corporation shall

be three (3) who shall be elected in the manner specified in the By-Laws of the corporation. The initial Board of Directors of the corporation are GENE R. BAXTER and PHYLLIS BAXTER, and KIM R. BAXTER.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a two-thirds vote of the members present at any meeting duly called for that purpose; provided that a quorum, as specified in the By-Laws of this association or the laws of the State of Idaho, be present.

ARTICLE XII

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or officers of such other corporation; any Director individually, or any firm of which any Director is a member may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a Director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not a Director or officer of such other corporation or not so interested.

ARTICLE XIII

All other provisions for conducting the business and affairs of the corporation, including the voting rights, other rights and privileges and liabilities of the membership, shall be set forth in the By-Laws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30th day of December, 1981.



GENE R. BAXTER

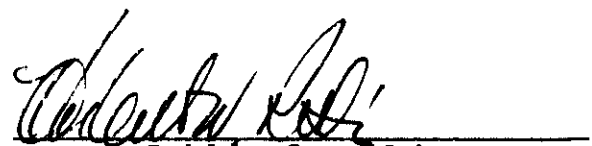


PHYLLIS BAXTER

STATE OF IDAHO)
) SS:
COUNTY OF CANYON)

On this 30th day of December, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared GENE R. BAXTER and PHYLLIS BAXTER, Husband and Wife, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they 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.



Notary Public for Idaho
Residing at Caldwell, Idaho