

**ARTICLES OF INCORPORATION
OF
THE ELKHORN RIDGE ESTATES
HOMEOWNER'S ASSOCIATION, INC.
(NON-PROFIT)**

FILED EFFECTIVE
2007 SEP 17 11:18
SECRETARY OF STATE
STATE OF IDAHO

THE UNDERSIGNED, Wayne L. Palmer being a natural person of eighteen (18) years of age or more, acting as incorporator, hereby forms a corporation under the Idaho Non-Profit Corporation Act, and adopts the following articles of incorporation:

**ARTICLE I
CORPORATE NAME & MAILING ADDRESS**

1.1 The name of the corporation shall be The Elkhorn Ridge Estates Homeowner's Association, Inc. Its mailing address shall be 1549 West 7800 South, West Jordan, Utah 84088.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

2.1 The initial registered office of this corporation shall be located at 104 South Oak, Blackfoot, Idaho 83221, and the initial registered agent at this street address shall be Kevin C. Peterson.

2.2 The signature of the registered agent is set forth on the signature page of these articles of incorporation.

**ARTICLE III
PURPOSES AND POWERS**

3.1 The primary purposes for which the corporation is organized are:

(a) To create a non-profit corporation comprised of all the property owners of Elkhorn Ridge Estates, located in Oneida County, Idaho to own, operate, and maintain various

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common areas and community improvement and administer and enforce the Declaration and other governing documents.

(b) To enter into, make and perform contracts of every kind for the accomplishment of the purposes herein enumerated, without limitation as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

(c) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

(d) To do any and all lawful acts, activities and pursuits permitted a non-profit corporation under the applicable laws of the State of Idaho and such other purposes and powers as are necessary for its operation as from time to time authorized by its board of directors.

3.2 In connection with the above referred to pursuits and businesses, this non-profit corporation shall have power to carry on other operations incidental to the pursuits mentioned and shall have power to do any and all of the things herein set forth to the same extent as natural persons could or might do.

3.3 The corporation shall have all powers allowed by law, including, without limitation, those powers described in Sections 30-3-24 and 30-3-25 of the Idaho Non-Profit Corporation Act, as amended and supplemented.

3.4 The purposes stated herein shall be construed as powers as well as purposes and the matters expressed in any clause shall not be limited by reference to or inference from the terms of any but shall be regarded as independent purposes and powers; and the enumeration of specific purposes and powers shall not be construed to limit or restrict the meaning of the general

terms of the general powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it may be of like nature.

ARTICLE IV VOTING MEMBERS

4.1 The corporation does have voting members.

ARTICLE V DISSOLUTION

5.1 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI LIABILITY

6.1 No shareholder shall be liable for the debts of the corporation beyond the amount which may be due or unpaid upon any share or shares of shares of the corporation owned by the shareholder.

6.2 A Director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a

Director to the fullest extent permitted by the Idaho Non-Profit Corporation Act, or any other applicable law as now in effect, or as it may hereafter be amended.

6.3 Neither any amendment nor repeal of this Article VI nor the adoption of any provision in these articles of incorporation inconsistent with this Article shall eliminate or reduce the affect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VI, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VII INTERNAL AFFAIRS

7.1 Provisions for the regulation of the internal affairs of the corporation are to be determined and are set forth in the By-Laws, which original By-Laws shall be subscribed and adopted by the board of directors of the corporation. Thereafter, By-Laws may be adopted, amended or repealed whether by shareholders or by the board of directors in accordance with the By-Laws.

ARTICLE VIII DIRECTORS

8.1 The business and affairs of the corporation shall be managed and its corporate powers exercised by a board of directors of not less than three individuals. The number of Directors which shall constitute the board of directors shall be as prescribed in the by-laws of the corporation.

8.2 The number of Directors constituting the initial board of directors of this corporation is three. The name and address of the persons who are to serve as Directors until the first annual meeting of members, or until his successor be elected and qualify is:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>CITY & STATE</u>
Wayne L. Palmer	1549 West 7800 South	West Jordan, Utah 84088
W. Lincoln Palmer	1549 West 7800 South	West Jordan, Utah 84088
Reed H. Larson	1549 West 7800 South	West Jordan, Utah 84088

ARTICLE IX MEETINGS OF MEMBERS

9.1 At any meeting of the member, a majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum and, if a quorum is present, the affirmative vote of a majority of the members presented at the meeting and entitled to vote on the subject matter shall be the act of the member, unless the vote of a greater number of voting by classes is required by law, by these articles of incorporation, or by the By-Laws.

ARTICLE XI EXISTENCE

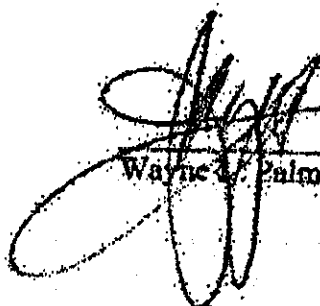
11.1 The corporation shall have perpetual existence.

ARTICLE XII INCORPORATOR

12.1 The name and address of the incorporator, being Wayne L. Palmer a natural person of full age and a citizen of the United States, is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>CITY & STATE</u>
Wayne L. Palmer	1549 West 7800 South	West Jordan, Utah 84088

IN WITNESS WHEREOF, I have hereunto set my hand this Seventeenth day of
September, 2007,

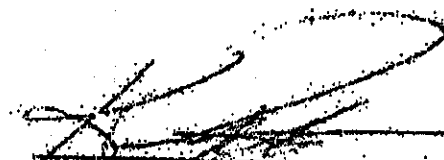


Wayne L. Palmer, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I, Kevin C. Peterson, do hereby accept and acknowledge the appointment as the initial
registered agent for The Blkhorn Ridge Estates Homeowner's Association, Inc. and that I meet
the requirements of the Idaho Business Corporation Act.

Dated this 15 day of September, 2007.



Kevin C. Peterson, Registered Agent