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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
STATE OF IDAHO
WYNDSTONE PLACE BUSINESS OWNERS ASSOCIATION, INC.

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be Wyndstone Place Business Owners Association, Inc. (hereinafter, the "**Corporation**").

ARTICLE II
TERM

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

ARTICLE III
NON-PROFIT

This Corporation shall be a non-profit, membership corporation.

ARTICLE IV
REGISTERED AGENT

The location and street address of the initial registered office of this Corporation shall be 1099 S. Wells Street, Suite 200, Meridian, ID 83642, and Amanda Alvaro is hereby appointed the initial registered agent of the Corporation.

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Corporation is formed are to provide for certain regulations of the use and architectural control of the Lots and Common Areas located or to be located in Wyndstone Place Subdivision according to the plat thereof recorded or to be recorded in the official records of Ada County, Idaho (the "**Subdivision**"), which Lots and Common Areas are a portion of the Property covered by the Master Declaration of Covenants, Conditions and Restrictions for Wyndstone Place Business Park recorded or to be recorded in the official records

of Ada County, Idaho (the "Declaration"); and to promote the health, safety and welfare of the residents within the Subdivision; and for this purpose to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration as amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(B) Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration and all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation;

(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 Corporation under the limitations imposed by the Declaration;

(D) Borrow money, and with the assent the Class B Member until the Class B Member Termination Date, and then two-thirds (2/3) of the Class A Members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(E) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall comply with the requirements of the Declaration; and

(F) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Non-Profit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in the Bylaws and the Declaration and the amendments and supplements thereto.

ARTICLE VI MEMBERSHIP

Each person or entity holding fee simple interest of record to a Lot which is a part of the Property, and sellers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Lot located in the Subdivision.

ARTICLE VII VOTING RIGHTS

The Corporation shall have two classes of voting membership:

(A) Class A. Class A Members shall be all Owners with the exception of Declarant, so long as Declarant is the Class B Member. Prior to the Class B Member Termination Date (defined below), no Class A member shall be entitled to vote. Upon and after the Class B Member Termination Date, each Owner shall be entitled to a vote, the percentage of which shall be determined by dividing the Allowable Floor Area of such Owner's Lot by the total Allowable Floor Area of all Lots within the Property as certified by the Association. Upon termination of the Class B Member, Declarant shall become a Class A Member to the extent that Declarant is an Owner.

(B) Class B. Declarant, by and through Declarant's designated representative, shall be the Class B Member, and shall be entitled to a vote the percentage of which shall be the Allowable Floor Area of all Lots within the Property less the Floor Area of all Lots actually constructed on a Lot owned by a Person other than Declarant.

The Class B Member shall cease to be a voting Member in the Association at the earlier of:

- (1) The date Declarant owns less than ten percent (10%) of the Allowable Floor Area within the Wyndstone Place Subdivision;
- (2) On June 1, 2011; or
- (3) Such earlier date as Declarant shall otherwise determine. This date is referred to as "Class B Member Termination Date".

ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Corporation shall be conducted by a Board consisting of no less than three (3) Directors, and no more than seven (7) Directors and such officers as the Board may elect or appoint, who need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Corporation, but in no event shall the number be less than three (3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Amanda Alvaro

1099 S. Wells Street, Suite 200
Meridian, ID 83642

Bradley M. Minasian

1099 S. Wells Street, Suite 200
Meridian, ID 83642

Richard W. McGraw

1099 S. Wells Street, Suite 200
Meridian, ID 83642

ARTICLE IX ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the Declaration and as set forth in the Bylaws of the Corporation.

ARTICLE X BYLAWS

The Bylaws of this Corporation may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of a majority of each class of Members. 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 for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declaration.

ARTICLE XI DISSOLUTION

The Corporation may be dissolved at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of each class of Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the real property and other assets of the Corporation shall be: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created; or (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes; or (iii) distributed to the Owners of Lots to be held by them as tenants in common in proportion to the number of Lots within the Subdivision. The determination of the liquidating distribution of the real property and other assets of the Corporation as provided above shall be determined by vote of a majority of the Owners of Lots as part of the Member vote on dissolution.

ARTICLE XII AMENDMENTS

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of each class of Members and, if required by the Declaration, the consent of holders of first mortgages on Lot(s) who have requested of the Corporation in writing to provide them notice of proposed action which affects their interests. No amendment which is inconsistent with the provisions of the Declaration shall be valid.

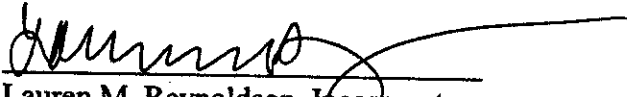
**ARTICLE XIII
MEANING OF TERMS**

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration including, without limitation, "Allowable Floor Area," "Articles", "Assessments", "Association," "Board," "Lot," "Bylaws," "Common Area," "Declarant," "Floor Area," "Member," "Owner," and "Property."

**ARTICLE XIV
INCORPORATION**

Lauren Maiers Reynoldson, 251 E. Front Street, Suite 200, P.O. Box 639, Boise, Idaho 83701, shall be the incorporator of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of November, 2006.



Lauren M. Reynoldson, Incorporator