

State of Idaho

Department of State

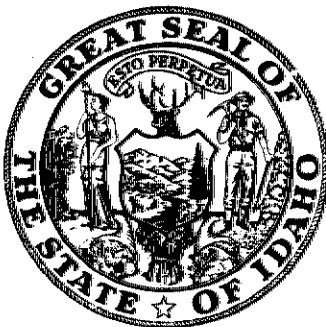
CERTIFICATE OF INCORPORATION OF

CANTERWOOD ESTATES HOMEOWNERS ASSOCIATION, INC.
File number C 117575

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 CANTERWOOD ESTATES HOMEOWNERS 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: December 24, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa A. Hartley*

ARTICLES OF INCORPORATION

OF

CANTERWOOD ESTATES HOMEOWNERS ASSOCIATION, INC.

DEC 24 8 45 AM '96
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is Canterwood Estates Homeowners Association, Inc.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Moscow, County of Latah, State of Idaho. The address of the initial registered office is 333 Moser, Moscow, Idaho 83843, and the name of the initial registered agent at this address is Thomas F. Janson.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To act as a homeowners' association for a subdivision with responsibility for water systems, road maintenance and maintenance of common areas and areas dedicated to future public park use.

B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Corporation shall

IDAHO SECRETARY OF STATE
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authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

ARTICLE VII. MEMBERS.

The Corporation shall have members who are lot owners in the Canterwood Estates Subdivision in Latah County, Idaho.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three nor more than five (5) individuals. The actual number of directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the Members of the Association in accordance with Section 30-366 of the Act. A majority of the Board of Directors and the President shall always be members of the Association.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas F. Janson	333 Moser Court, Moscow, ID 83843
Linda Janson	333 Moser Court, Moscow, ID 83843

ARTICLE IX. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X. INCORPORATOR.

The name and street address of the incorporator is Thomas F. Janson, 333 Moser Court, Moscow, Idaho 83843.

ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 19 day of December, 1996.

