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**ARTICLES OF INCORPORATION
OF
WINDSTREAM HOMEOWNERS ASSOCIATION, INC.
A Nonprofit Corporation**

**SECRETARY OF STATE
STATE OF IDAHO**

The undersigned, for the purpose of forming a nonprofit 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 is WINDSTREAM HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association."

**ARTICLE II
TERM**

The duration of this corporation shall be perpetual.

**ARTICLE III
NONPROFIT**

This corporation shall be a non-profit membership corporation.

**ARTICLE IV
REGISTERED AGENT**

The principal office of the Association is located at P. O. Box 458, Boise, Idaho 83702-0458. Boyd D. Dailey, 3615 Norfolk Way, Boise, Idaho 83706 is hereby appointed the initial registered agent of this Association.

**ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for certain regulations of the use and architectural control of the residence lots and the Common Area within that certain tract of property described as follows:

**IDAHO SECRETARY OF STATE
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(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members; and

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Idaho by law may now or hereafter have or exercised subject only to limitations contained in the Bylaws and the Declaration and amendments and supplements thereto.

ARTICLE VI MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VII VOTING RIGHTS

All owners shall be entitled to one (1) vote for each lot owned. When more than one (1) 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 (1) vote be cast with respect to any lot.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>Names</u>	<u>Addresses</u>
Boyd D. Dailey	3615 Norfolk Way, Boise, Idaho, 83706
Tom Kelley	11555 W. Violet Ct, Boise, Idaho, 83713
Marilyn Martin	1947 Old Saybrook Lane, Boise, Idaho, 83706

At the annual meeting the members shall elect three (3) Directors for a term of one (1) year.

**ARTICLE IX
BYLAWS**

The Bylaws of this Association 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 the membership.

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 Association, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declaration.

**ARTICLE IX
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE X
AMENDMENTS**

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

**ARTICLE XI
INCORPORATION**

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 12th day of December, 1997.






