

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

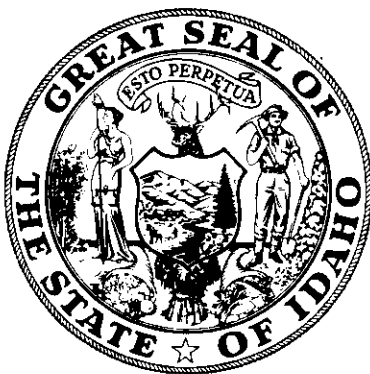
~~HOME BUILDERS ASSOCIATION OF WOOD RIVER VALLEY, INC.~~

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 \_\_\_\_\_

~~HOME BUILDERS ASSOCIATION OF WOOD RIVER VALLEY, 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 March 4, 19 80.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

MAR 4 2 17 PM '80  
SECRETARY OF STATE

RECEIVED  
SECRETARY OF STATE

## ARTICLES OF INCORPORATION

OF

HOME BUILDERS ASSOCIATION OF WOOD RIVER VALLEY, INC.  
(A non-profit corporation  
organized pursuant to  
Chapter 3, Title 30, Idaho Code)

### ARTICLE I

The name of the Corporation is Home Builders Association of Wood River Valley, Inc.

### ARTICLE II

This corporation is a non-profit corporation.

### ARTICLE III

The duration of this Corporation shall be perpetual.

### ARTICLE IV

The Corporation's objectives and purposes are:

1. To associate the home builders of Blaine County, Idaho.
2. To develop and maintain within the Home Building Industry a high appreciation of the objectives and responsibilities of home building techniques and practices.
3. To advocate and encourage the constant improvement of home building techniques and practices.
4. To promote and protect home ownership among all people.
5. To cooperation with other trade associations in all matters related to advancing the home building industry.
6. To advocate the standardization of building codes throughout the nation.
7. To work for the elimination of governmental orders improperly restricting the Home Building Industry, and to support beneficial directives.
8. To promulgate and enforce a Code of Ethics for members of this Corporation.
9. To collaborate with distributors and manufacturers of building materials and equipment to the end that maximum quality at minimum cost to the consumer may be achieved.
10. To issue such publications as may be necessary to disseminate information of value to its members, the public and the government.
11. To serve, advance and protect the welfare of the Home Building Industry, in such manner that adequate housing will be made available by private enterprise to all Americans.

12. To operate without profit and no part of the income of this organization shall inure to the benefit of any individual member.

13. To engage in such other businesses as may be authorized or permitted by the laws of the State of Idaho.

14. To do anything necessary and proper for the accomplishment of any purposes or objectives set forth in the statement of purposes and objectives adopted by the incorporators of this Association.

15. To buy, sell, purchase, lease, encumber, mortgage, pledge, hypothecate, construct, and prove and otherwise deal with any and all kinds of real and personal property situated within and without the State of Idaho.

#### ARTICLE V.

The principal place and office of Home Builders Association of Wood River Valley, Inc., shall be C. A. Grubb, P. O. Box 1570, Hailey, ID 83333. The initial registered agent of Home Builder's Association of Wood River Valley, is Arlyn Kendrick, P. O. Box 1570, Hailey, ID 83333.

#### ARTICLE VI

The name and street address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD H. GREENER	1110 Bank of Idaho Bldg., Boise, Idaho 83702

#### ARTICLE VII

In furtherance of the objectives and purposes described in Article IV but not in limitation thereof, the Corporation shall have the power to collect and disseminate statistics and other information, to conduct investigations, and to hold such property as is necessary to effectuate its purposes.

#### ARTICLE VIII

This Corporation shall not have any capital stock and shall issue memberships only as shall be provided by these Articles of Incorporation and the By-Laws.

#### ARTICLE IX

Private property of the members shall not be subject to payments of debts or obligations of any nature of the Corporation.

#### ARTICLE X

The activities and affairs of the corporation shall be managed by a board of directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than five. The directors need not be members of the corporation unless so required by the By-Laws.

The board of directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of directors necessary to constitute a quorum. The board of directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees, which to the extent provided in said resolution or resolutions or in the By-Laws of the corporation shall have and may exercise the powers of the board of directors in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors. The directors of the corporation may, if the By-Laws so provide, be classified as to term of office. The corporation may elect such officers as the By-Laws may specify, who shall, subject to the provisions of the statute, have such titles and exercise such duties as the By-Laws may provide. The board of directors is expressly authorized to propose alterations or amendments to the By-Laws of this corporation which shall be subject to adoption and ratification by the membership.

This corporation may in its By-Laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorizes expressly conferred upon them by the statute, provided that the board of directors shall not exercise any power of authority conferred herein or by statute upon the members.

#### ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of corporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

#### ARTICLE XII

The By-Laws will hereinafter be adopted by the members. Such By-Laws may be amended or repealed, in whole or in part, in the manner provided therein, and the amendments to the By-Laws shall be binding on all members, including those who might have voted against them.

#### ARTICLE XIII

a. BUILDERS MEMBERSHIP. Builders Membership in the Corporation shall be limited to persons in any recognized branch of the home building industry who are engaged in home building in the State of Idaho and are of high personal character and have attained an honorable reputation in the industry.

b. ASSOCIATE MEMBERSHIP. Associate membership shall be available to persons engaged in any allied trade, industry or profession related to home building who are either associate members in good standing of an affiliated local association or chapter, or whose place of business is within the state of

Idaho, but outside the jurisdiction of any local association or chapter affiliated with this Corporation, and are of a high personal character and have attained an honorable reputation in the industry.

c. ELIGIBILITY. In order to be eligible for membership in the Corporation, a candidate must be at least 18 years of age and must conduct himself in a high ethical and professional manner in the participation in the home building industry.

d. VOTING. Each active member shall be entitled to one vote in the affairs of the Corporation. Proxy voting is permitted.

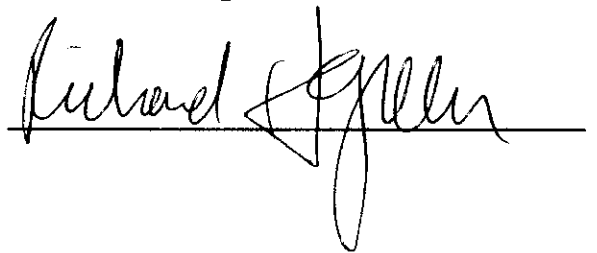
e. EXPULSION. Any member ceasing to have the necessary qualifications set forth in these Articles may be dropped from the roll of membership by the board of directors as provided for in the By-Laws.

f. RIGHTS. The rights and interest of all members of the Corporation shall be equal and no member shall have or acquire a greater interest therein than any other member.

#### ARTICLE XIV

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of charitable, religious, educational and scientific. No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activity not permitted to be carried on by (a) a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

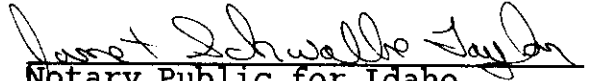
I, the undersigned, being the incorporator herein before named, for the purpose of forming a corporation pursuant to Chapter 3, Title 30, Idaho Code, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 26 day of June, 1980.

A handwritten signature in cursive script, appearing to read "Richard E. Green", is written over a horizontal line.

STATE OF IDAHO       )  
                              )ss:  
County of Ada        )

On this 3 day of March, 1980, before me, the undersigned, A Notary Public in and for said State, personally appeared Richard H. Greener, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing at Boise, Idaho