



CERTIFICATE OF INCORPORATION
OF

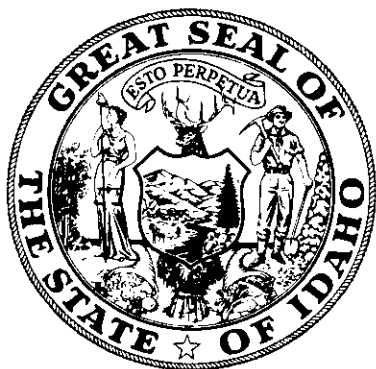
EAST MEADOW PARK HOMEOWNERS' ASSOCIATION, INC.

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 _____
EAST MEADOW PARK 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 September 25, _____, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

6211-1

ARTICLES OF INCORPORATION
OF

SEP 25 12 30 PM '79
SECRETARY OF STATE

EAST MEADOW PARK HOMEOWNERS' ASSOCIATION, INC.

KNOW ALL MEN 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 this corporation shall be EAST MEADOW PARK HOMEOWNERS' ASSOCIATION, hereinafter referred to as "Association", INC.

ARTICLE II

TERM

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

ARTICLE III

NON-PROFIT

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

ARTICLE IV

REGISTERED AGENT

The location and post office address of the registered office of this Association shall be 1523 East Boise Avenue, Boise, Idaho 83706, and Dennis M. Baker is hereby appointed the initial registered agent of the Association.

ARTICLE V

PURPOSE AND POWERS

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 maintenance, preservation and architectural control of the fences, walkways and Common Area within that certain tract of property described in the Declaration of Covenants, Conditions and Restrictions of East Meadow Park Subdivision, hereinafter referred to as "Declaration", recorded in the Office of the County Recorder, Ada County, Idaho, and to promote the health, safety and welfare of the residents within the property described in the said Declaration and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the said Declaration and as the same may be 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, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(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 Association;

(D) Borrow money, and with the assent of two-thirds (2/3) of each class of 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) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(F) 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 have the assent of two-thirds (2/3) of each class of members;

(G) Have and to exercise any and all powers, rights and privileges which a corporation so organized under the corporate laws of the State of Idaho by law may now or hereafter have or exercise.

The powers and duties of the Association as set forth above are subject to the provisions as to mortgage protection contained in the Declaration.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is a part of the properties described in the Declaration and which is subject 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

The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners, with the exception of the Declarant, and shall be entitled to one vote for each lot owned. When more than one 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 vote be cast with respect to any lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on the 1st day of January, 1987.

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 Bylaws of this Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAME

ADDRESS

Dennis M. Baker

1523 East Boise Avenue

Boise, Idaho 83706

NAME	ADDRESS
<u>Carol A. Kriz</u>	<u>1523 East Boise Avenue</u>
	<u>Boise, Idaho 83706</u>
<u>Kenneth L. Pursley</u>	<u>815 West Washington Street</u>
	<u>Boise, Idaho 83701</u>

At the first annual meeting the members shall elect one Director for a term of one year and one Director for a term of two years and one Director for a term of three years; and at each annual meeting thereafter the members shall elect one Director for a term of three years.

ARTICLE IX

ASSESSMENTS

Each member shall be liable for the payment of assessments provided for in the Declaration and for the payment and discharge of the liabilities of the Association as provided for in the Declaration and as set forth in the Bylaws of the Association.

ARTICLE X

BYLAWS

The Bylaws of this Association may be altered, amended or new Bylaws adopted by any regular or any special meeting of the Association called for that purpose by the affirmative vote of two-thirds (2/3) of each class of 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 XI

DISSOLUTION

Subject to the provisions as to mortgage protection contained in the Declaration, the Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 XII

AMENDMENTS

Amendment of these Articles shall require the assent of not less than seventy-five percent (75%) of each class of members and no amendment which is inconsistent with the provisions or the Declaration shall be valid.

ARTICLE XIII

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration, the Veterans Administration and such other agencies as are specified in the Declaration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles, and such other matters as are specified in the Declaration.

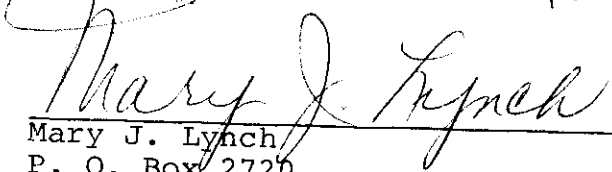
ARTICLE XIX

MEANING OF TERMS

All terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, I have executed these Articles of Incorporation this 24th day of September, 1979.

The incorporator is Mary J. Lynch. Her address appears below.



Mary J. Lynch
P. O. Box 2720
Boise, Idaho 83701