

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BRIARWOOD ESTATES 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 BRIARWOOD 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 15, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION

OF

DEC 15 1968
BRIARWOOD ESTATES HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Idaho Nonprofit Corporation Act, as set forth in Chapter 3, Title 30, Idaho Code, Volume 5B, the undersigned, being natural persons of full age and citizens of the United States, for the purpose of forming a nonprofit corporation, do hereby certify:

ARTICLE I

The name of the corporation is Briarwood Estates Homeowners Association, Inc., hereafter called the "Association".

ARTICLE II

The registered office of the Association is located at 4600 Hilene Road, Chubbuck, Idaho, 83202.

ARTICLE III

Ken Nielson, 4600 Hilene Road, Chubbuck, Idaho, 83202 is hereby appointed the initial registered agent of this Association.

ARTICLE IV

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 maintenance, preservation, and architectural control of the residence lots and Common Area within that certain tract of property described as:

A parcel of land located in the NW $\frac{1}{4}$ Section 11 and the NE $\frac{1}{4}$ Section 10 T.6S., R.34E., B.M., Bannock County, Idaho. It is more particularly described as follows:

BEGINNING at the NW cor of Section 11, a found R.R. spike, Instr# 595182;

THENCE South 89 degrees 44 minutes 34 seconds East along the North line of Section 11 756.47 feet;

THENCE South 983.29 feet to the TRUE POINT OF BEGINNING, said point falls on the Westerly right of way line of Hilene Rd.; THENCE along said right of way line around a curve in a counterclockwise direction having a delta angle of 11

degrees 57 minutes 53 seconds, an arc distance of 381.64 feet, a radius of 1827.59 feet, and a chord of South 12 degrees 10 minutes 25 seconds East, a distance of 380.95 feet to a point of tangency; THENCE South 18 degrees 09 minutes 32 seconds East, a distance of 199.09 feet to an intersection with the North line of Instr# 491958; THENCE North 89 degrees 20 minutes 17 seconds West along the North line of Instr# 491958, a distance of 1749.71 feet to an intersection with the Easterly right of way line of the Union Pacific Railroad; THENCE North 8 degrees 13 minutes 02 seconds West, a distance of 408.66 feet to a point of curvature; THENCE around a curve in a clockwise direction having a delta angel of 01 degrees 34 minutes 26 seconds, an arc distance of 156.02 feet, a radius of 5679.58 feet, and a chord of North 7 degrees 25 minutes 49 seconds West, a distance of 156.02 feet; THENCE South 89 degrees 23 minutes 38 seconds East, a distance of 1685.89 feet to the PLACE OF BEGINNING containing 21.9 acres.

The foregoing property has been subdivided as Briarwood Estates, Chubbuck, Bannock County, Idaho, as the same appears on the official plat thereof filed on the 28th day of September, 1993, as Instrument No. 93015859 in the office of the County Recorder of Bannock County, Idaho.

And to promote the health, safety, and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the Association's jurisdiction, this Association shall have the power 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 that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded in the office of the County Recorder of Bannock County, Idaho, 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 nonprofit corporations organized for the same purposes or from time to time 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 organized under the Non-Profit Corporation Law of the State of Idaho, by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee simple title, or undivided fee simple interest in any Lot which is subject by the Declaration 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.

ARTICLE VI

VOTING RIGHTS

This Association shall have two classes of voting membership:

CLASS A. Class A members shall be all record owners with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot, all such persons or entities who own undivided interests shall be members and 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, 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 equals the total votes outstanding in the Class B Membership; or

(b) on July 1, 2003.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by Declarant, through its president, as the sole member of the Board of Directors of the Association until such time as there shall be twelve (12) members in the Association. The number of directors may be changed from time to time by amendment of the Bylaws of the Association, and the Directors need not be members of the Association. The name and address of the person who shall act in the capacity of director until his successor or successors are elected and qualified is:

NAME**ADDRESS**

Sterling Intermountain Group

By David B. Williamson
Its Secretary

290 South Arlington
Avenue, Reno, Nevada

At the first annual meeting of members after the Association shall have twelve (12) members, the Board of Directors shall be expanded to five directors who shall be elected annually in accordance with the provisions of Idaho Code 30-1-36, as currently enacted or hereafter amended. There shall be no classification of directors or staggering of their terms.

ARTICLE VIII**DISSOLUTION**

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 and the approval of HUD/VA as long as there is a Class B membership. 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 IX**DURATION**

The corporation shall exist perpetually.

ARTICLE X**AMENDMENTS**

Amendment of these Articles shall require the assent of 75 percent (75%) of each class of members.

ARTICLE XI

HUD/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the U. S. Department of Housing and Urban Development or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution, and amendment of these Articles.

ARTICLE X

INCORPORATORS

The name and address of the incorporator is:

NAME

ADDRESS

Sterling Intermountain Group
a Nevada Corporation authorized
to do business in Idaho.

290 South Arlington
Avenue, Reno, Nevada

IN WITNESS WHEREOF, I have set my hand this 7th day
of December, 1993.

Briarwood Properties Limited Partnership

Sterling Intermountain Group,
a Nevada Corporation, general partner

BY


Secretary

STATE OF CALIFORNIA)

: ss.

County of _____)

On this _____ day of _____, 1993, before me

STATE OF CALIFORNIA

COUNTY OF Contra Costa

} S.S.

On December 7, 1993 before me,
D. Crockett

a Notary Public in and for said County and State, personally appeared
DAVID B. WILLIAMSON

~~personally known to me~~ or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Signature D. Crockett

FOR NOTARY SEAL OR STAMP



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