

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

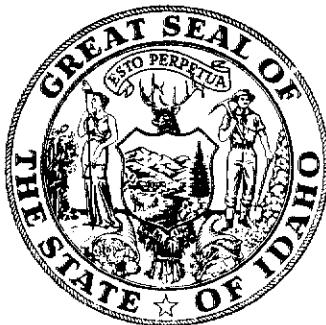
PINE TREE 8 HOMEOWNERS ASSOCIATION, INC.

File number C 107883

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 PINE TREE 8 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: October 3, 1994



Pete T. Cenarrusa
Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE

OF

PINE TREE 8 HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the law of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly Title 30, Chapter 3, Idaho Code, the undersigned natural person, being of full age and a resident of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby, as incorporator, adopt the following Articles of Incorporation and certify:

ARTICLE I

NAME

The name of the Corporation is **PINE TREE 8 HOMEOWNERS ASSOCIATION, INC.**

ARTICLE II

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation without capital stock.

ARTICLE III

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

This Corporation shall be a nonprofit membership Corporation. The purpose of the Corporation shall be to provide for the maintenance, preservation and control of lots in PINE TREE RANCH SUBDIVISION NO. 8 ("Pine Tree 8") located in Boise County, Idaho, and the maintenance, preservation and control of the Common Area including the road rights of way and easements shown on the plat of Pine Tree 8, records of Boise County, Idaho, (altogether referred to hereinafter as "the property") for the benefit of the members herein and for this purpose to:

a. Exercise all the powers and privileges and to perform all the duties and obligations of the Corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the County Recorder of Boise County, Idaho at Idaho City, 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 required to be made for the operation and maintenance of the Common Area and Facilities; to pay all expenses in connection therewith and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation or for other lawful purposes of the Corporation;

c. Acquire (by gift, purchase or otherwise), own, sell, hold, improve, build upon, operate, maintain, convey, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

d. Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to those restrictions contained in the Declaration and any amendments thereto;

e. Exercise all the powers and privileges and perform all the duties and obligations of the Corporation or Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions referenced herein, set forth (hereinafter called the "Declaration") applicable to the property and to be recorded in the Office of the Boise County Recorder, State of Idaho, as the same may be amended from time to time as herein provided, said Declaration being incorporated herein as set forth at length; and

f. Have and to exercise any and all powers, rights and privileges which a corporation organized under the laws for general nonprofit corporations in the State of Idaho by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Each lot in Primitive Area at Pine Tree 8 which is now or hereafter made subject to the Declaration, as therein provided, shall be a member of the Corporation. Road rights-of-way and easements shown on the plat of Pine Tree 8, and any other property acquired by or conveyed to the Corporation for the purposes of the Corporation are declared the Common Areas of the Association herein. Membership shall be appurtenant to and shall not be separated from the ownership of any lot which is subject to assessment by the Corporation. The foregoing is not intended to include persons or entities who hold an interest in a lot as security for the performance of an obligation.

ARTICLE VI

VOTING RIGHTS

Each member of the Corporation shall be entitled to one vote for the lot in which they hold the interest required for membership in accordance with the Declaration of Covenants, Conditions and Restrictions for Pine Tree 8 filed or to be filed with the Boise County Recorder.

ARTICLE VII

DISSOLUTION

The Association may be dissolved, with the written approval of Pine Tree Ranch, Inc., and only by unanimous written consent of all members at a duly

noticed meeting. 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 exclusively to such similar purposes. No part of the monies, properties or assets of the Association, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any member of the Association. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law).

ARTICLE VIII
CORPORATION ADDRESS

The address of the initial registered office of the Corporation shall be Pine Tree Ranch, Garden Valley, Idaho. The name of the initial registered agent shall be Larry G. Throngard at the aforementioned street address.

ARTICLE VIII
BOARD OF DIRECTORS

The initial Board of Directors shall be comprised of one (1) member who is by name:

Larry G. Throngard, Pine Tree Ranch, Garden Valley, Idaho.

ARTICLE X
INCORPORATOR

The name and street address of the incorporator is:

Larry G. Throngard, Pine Tree Ranch, Garden Valley, Idaho.

ARTICLE XI
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation shall require the assent of those members casting three-fourths (3/4) of the votes of the Corporation at any regular members' meeting or a special meeting called specifically for that purpose.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, I, the undersigned incorporator of this Corporation, have executed these Articles of Incorporation this 30th day of September, 1994.



LARRY G. THRONGARD

STATE OF IDAHO)
County of Ada) ss.

On this 30th day of September, 1994, before me, the undersigned, a Notary Public in and for said state, personally appeared LARRY G. THRONGARD, known or identified to me to be the Incorporator of the corporation who executed the instrument, or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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

(SEAL)

Notary Public for Idaho
Residing at Boise, Id
My Commission Expires 07-25-97