

FILED EFFECTIVE

ARTICLES OF INCORPORATION  
OF  
STEELWOOD CONDOMINIUM ASSOCIATION, INC.

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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as an incorporator under the provisions of the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I.  
Name of Corporation.

The name of this Corporation is STEELWOOD CONDOMINIUM ASSOCIATION, INC.

ARTICLE II.  
Duration of Existence.

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

ARTICLE III.  
Registered Agent and Office.

The address of the registered office of this Corporation shall be at 1771 N. Wildwood St., Suite 200, Boise, Idaho 83713. The registered agent at that address shall be Ronald D. Sargent.

ARTICLE V.  
Management Body.

This Corporation is formed to be a management body as permitted by the provisions of the Idaho Condominium Property Act, Idaho Code Title 55, Chapter 15, and its powers are and shall be consistent with the provisions of said Act.

ARTICLE VI.  
Purposes and Powers.

A. The nature of the business and the object and the purpose of this Corporation shall be as follows:

(1) This Corporation (hereinafter sometimes referred to as the "Association") shall be the management body as defined in Section 55-1503, Idaho Code, and as provided for in the terms and conditions of the certain Condominium Declaration for Steelwood Condominiums (hereinafter referred to as the "Declaration"), to be executed by STEELWOOD ENTERPRISES, LLC, which delegates and authorizes this Association to exercise certain functions as the management body. The Declaration shall be recorded in

IDAHO SECRETARY OF STATE  
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the office of the County Recorder of Ada County, State of Idaho, together with a copy of these Articles of Incorporation appended thereto.

(2) The management body shall have the power to have, exercise and enforce all rights and privileges, and to assume, incur, perform, carry out and discharge all duties, obligations and responsibilities of a management body as provided for in the Idaho Condominium Property Act and in the Declaration, as such Declaration is originally executed or, if amended, as amended. The management body shall have the power to adopt and enforce rules and regulations covering the use of any condominium project or any area or units thereof, to levy and collect the annual and special assessments and charges against the condominiums and the members thereof and in general to assume and perform all of the functions to be assumed and performed by the management body as provided for in the Declaration. It shall have the power to transfer, assign or delegate such duties, obligations or responsibilities to other persons or entities as permitted or provided for in the Idaho Condominium Property Act, the Declaration, or any agreement executed by the Association with respect thereto. The management body shall actively foster, promote and advance the interest of owners of the condominium units within the condominium project.

B. In addition to the forgoing, where not inconsistent with either the Idaho Condominium Property Act, Title 55, Chapter 15, Idaho Code or Title 30, Chapter 3, Idaho Code, the Corporation shall have the following powers:

(1) The authority set forth in Title 30, Chapter 3 of the Idaho Code relating to the organization and conduct of nonprofit corporations.

(2) To buy, sell, acquire, hold or mortgage or enter into security agreements, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description.

(3) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of land, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.

(4) To borrow money, to draw, make, accept, enforce, transfer and execute promissory notes, debentures and any other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this Corporation.

(5) To have one or more officers to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Association, and which now or hereafter may be authorized by law, and

this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees or otherwise, and either alone or in connection with any firm, person, association or corporation.

(6) The forgoing clauses are to be construed both as objects and powers. As hereby expressly provided, an enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the Corporation. The Corporation shall have the power to do all acts that are necessary and convenient to obtain the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do, within the framework of the Idaho Condominium Property Act, these Articles of Incorporation, and the Nonprofit Corporation Laws of the State of Idaho.

#### ARTICLE VII.

##### Membership, Voting Power and Determination of Property Rights and Interest.

A. There shall be one membership in the Corporation for each condominium in the Steelwood Condominium Project as established in the Declaration. The members of the Corporation must be and remain owners of the condominiums within the project set forth in the Declaration to be recorded in Ada County, State of Idaho, and the Association shall include owners of condominiums within the project. If title to a condominium is held by more than one person, the membership relating to that condominium shall be shared by all such persons in the same proportions that interest and the same type of tenancy in which the title to the condominium is held.

B. No person or entity other than an owner may be a member of the Association. A member shall not assign or transfer his membership except in connection with the transfer or sale of a condominium. Every person or entity who is an owner of any condominium unit included in any condominium project for which the Association has been or may be designated as a management body shall be required to be a member of the Association and remain a member so long as such person or entity shall retain the ownership of the condominium unit. Membership in the Association is declared to be appurtenant to the title of the condominium unit upon which such membership is based and automatically shall pass with the sale or transfer of title of the unit. Members shall not have preemptive rights to purchase other memberships in the Association or other condominium units in the project.

C. The voting rights and interests of a member of the association shall be determined by the owner member's percentage interest in the common area of the condominium project described in the Declaration, as the term "common area" is defined in Section 55-1503 of the Idaho Code; therefore, the voting rights and interests of each member owner may not in all cases be equal. The Declaration or an exhibit attached hereto, shall set forth the percentage interest of each member in the common area which interest depends upon the number and type of condominium units. The voting rights and interests of new members shall be determined in the same way as such percentage interests and rights were determined for old members.

D. The total number of votes that attach to membership shall be exercised by the members of the Corporation from and after the date of incorporation. Each member shall be entitled to vote the same percentage of the 100 votes as he is given percentage in the common area.

ARTICLE VIII.  
Assessment Liability.

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 Corporation as provided for in the Declaration, the Idaho Condominium Property Act and as set forth in the Bylaws of the Corporation.

ARTICLE IX.  
Amendment of Bylaws.

The Articles or Bylaws of this Corporation may be altered, amended or new Bylaws adopted by any regular or special meeting of the Corporation called for that purpose by the affirmative vote of two-thirds of the voting power of the Association.

ARTICLE X.  
Incorporation of Declaration by Bylaws.

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 Corporation and the members thereof including the liability of the members payment of assessments, the Bylaws may incorporate by reference the provisions of the Declaration recorded in Ada County, State of Idaho, provided that a true and correct copy of such Declaration is attached to and made a part of the Bylaws of the Corporation.

ARTICLE XI.  
Initial Board of Directors.

The business and affairs of the Association shall be managed and controlled by a Board of Directors. The original Board of Directors shall be three (3); however, the Bylaws of the Association may provide for an increase or decrease in their number, provided that the number of Directors shall not be greater than seven (7) or less than three (3). The names and addresses of the initial Board of Directors are as follows:

Ronald D. Sargent  
1771 N. Wildwood St.  
Suite 200  
Boise, ID 83713

Rob Perez  
1771 N. Wildwood St.  
Suite 200  
Boise, ID 83713

Edward J. Mason  
1771 N. Wildwood St.  
Suite 200  
Boise, ID 83713

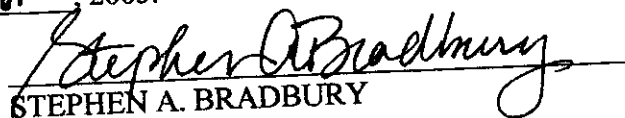
ARTICLE XII.  
Name of Incorporator.

The name and post office address of the Incorporator of this Incorporation is Stephen A. Bradbury, 1015 W. Hays, Boise, ID 83702.

ARTICLE XIII.  
Beneficial Interest; Dissolution.

No part of the net earnings of the Association shall inure, other than by acquiring, constructing or providing management, maintenance and care of property held by the Association, commonly held by members of the Association or located in the development and owned by the members of the Association and other than by rebate of excess membership dues, fees or assessments, to the benefit of any private member or individual. Upon dissolution or final liquidation of the corporation, the assets of the Corporation shall be distributed in accordance with the provisions of the Idaho Nonprofit Corporation act, the Idaho Condominium Property Act and the Condominium Declaration.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 13<sup>th</sup> day of December, 2005.

  
STEPHEN A. BRADBURY