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STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
DEER MEADOWS HOMEOWNERS  
ASSOCIATION, INC.

IDAHO SECRETARY OF STATE

11/12/1998 09:00  
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In compliance with the requirements of the State of Idaho, and the United States of America, the undersigned, all of whom are residents of The United States, and all of whom are of lawful age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is DEER MEADOWS HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 1708 6th Avenue South, Payette, Idaho 83661.

ARTICLE III

James R. Noyer, whose address is 1708 6th Avenue South, Payette, Idaho 83661 is appointed as the 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:

DEER MEADOWS ESTATES, as per plat and book  
in the Records of the County Recorder for Payette County,  
Idaho

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may 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 that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Payette County Recorder, and as the same may be amended from time to time as therein provided, said Declaration being incorporation 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 the 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 member of mortgage, pledge, deed in trust, or hypothecate any or all if 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 purpose 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 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 exercise.

(h) All housing units shall have at least one full time resident who is 55 years of age or older. The provisions regarding familial status shall apply to housing intended and operated for occupancy by at least one person 66 years of age or older per unit.

#### ARTICLE V

## MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record 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 VI

### 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 October 15, 1998.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

JAMES R. NOYER, 640 Deer Meadows Lane, Payette, Idaho 83661;

CATHLINE D. NOYER, 640 Deer Meadows Lane, Payette, Idaho 83661;

BERT L. OSBORN, P.O. Box 158, Payette, Idaho 83661.

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

#### 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. 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 the entire membership.

#### ARTICLE XI

##### 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 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.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 23 day of October, 1998.

James R. Noyer  
JAMES R. NOYER

Cathline D. Noyer  
CATHLINE D. NOYER

Bert L. Osborn  
BERT L. OSBORN

STATE OF IDAHO                   )  
  : ss  
County of Payette                )

On this 23 day of October, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES R. NOYER AND CATHLINE D. NOYER, Husband and Wife, and BERT L. OSBORN, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation of Association and acknowledged to me that they executed the same.

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

Gail S. Baskett  
Notary Public of Idaho  
Residing at: Payette  
My Comm. Expires: 7/26/2001