

ARTICLES OF INCORPORATION
OF
RIVER HEIGHTS OWNERS ASSOCIATION INC.

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SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL PERSONS BYTHESE PRESENTS:

The undersigned, for the purpose of forming a nonprofit 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 1
NAME

The name of the corporation shall be the RIVER HEIGHTS OWNERS ASSOCIATION INC. (the "Association").

ARTICLE 2
TERM

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

ARTICLE 3
NONPROFIT

The Association shall be a nonprofit, membership corporation.

ARTICLE 4
REGISTERED AGENT

The location and street address of the initial registered office of the Association shall be 12601 W. Explorer Drive, Suite 200, Boise, Idaho, 83713, and Amanda K. Schaus is hereby appointed the initial registered agent of the Association.

ARTICLE 5
PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the Members thereof. The Association may conduct any lawful business, but is formed for the specific purpose of exercising all of the powers and privileges and performance of all of the Association's duties and obligations as deemed desirable or necessary to carry out the intent of the Master Declaration of Covenants, Conditions, Restrictions and Easements for River Heights Subdivision recorded in the official records of Ada County, Idaho, as may be amended and supplemented from time to time (the "Declaration"), with respect to that certain residential subdivision located in Ada County, Idaho known as River Heights ("River Heights"), including, without limitation, the following powers:

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(a) Fix, levy, collect and enforce payment by any lawful means of all charges or Assessments pursuant to the terms of the Declaration and all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(b) 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 under the limitations imposed by the Declaration;

(c) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation shall comply with the requirements of the Declaration; and

(e) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in these Articles, the Bylaws of the Association ("Bylaws") and/or the Declaration and any amendments and supplements thereto.

ARTICLE 6 **MEMBERSHIP**

During the existence of this Association, every Owner of a Lot within River Heights, including Declarant, by purchasing such Lot, consents to be a Member of the Association. No other Members are permitted in the Association. Two (2) classes of Members exist, Class A Members, and Class B Members, with different voting rights, as further described in the Declaration and the By-Laws. No Owner, except as may be provided for Declarant, shall have more than one membership in the Association for each Lot owned. Membership shall be appurtenant to, and may not be separated from ownership of any Lot within River Heights. Notwithstanding the above, any resignation from membership in the Association shall in no way affect an Owner's obligations as an Owner of a Lot within River Heights pursuant to the Declaration.

ARTICLE 7 **BOARD OF DIRECTORS, OFFICERS AND INDEMNIFICATION**

The affairs of the Association shall be managed by a Board of Directors (collectively the "Board," individually "Directors") to carry out all of the powers and duties of the Association as set forth herein. Directors need not be Members. The Board shall consist of not less than three (3) Directors, nor more than seven (7) Directors, who, other than the initial appointed Directors (and their successors as specified herein), shall be Members of the Association. The number of Directors may be changed by amendment of the Bylaws, but in no event shall the number be less than three (3). The names and addresses of the persons who are hereby appointed to act in the capacity of Directors until the selection of their successors are as follows:

Peter J. Oliver

12601 W. Explorer Dr., Suite 200
Boise, Idaho 83713

Lars C. Hansen

12601 W. Explorer Dr., Suite 200
Boise, Idaho 83713

Becky Hanks

12601 W. Explorer Dr., Suite 200
Boise, Idaho 83713

The above shall be considered appointed Directors, and their successors shall be considered appointed Directors, until such time as the Class A Members are entitled to vote on such matters pursuant to the Declaration. Upon election of Directors by the Class A Members, the terms of such Directors shall be for at least one (1) year, but no longer than the maximum term permitted by Title 30, Chapter 3, Idaho Code. The Board may delegate its duties to a delegate, or create a committee for the implementation of Board duties, to the fullest extent provided by Title 30, Chapter 3, Idaho Code.

The Association shall have a President, a Secretary, a Treasurer, and such other officers as determined by the Association from time to time. The Board has the authority to determine in its discretion, the appropriate indemnification and advancement of expenses for the Board, Directors, officers, employees, agents, or any person, to the fullest extent permitted by Title 30, Chapter 3, Idaho Code.

ARTICLE 8 ASSESSMENTS

Each Member shall be liable for the performance of such Member's duties and responsibilities provided for in the Declaration and shall be liable for the payment of Assessments pursuant to the Declaration and as set forth in the Bylaws of the Association. Assessments may be secured by a lien upon the Lots as provided in the Declaration.

ARTICLE 9 BYLAWS

The Bylaws of this Association may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative votes of no less than 50% of the total votes of the Association's Members entitled to vote or as otherwise set forth in the Bylaws. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Association's 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 10 DISSOLUTION

The Association shall only be dissolved at a regular meeting, or a special meeting of the Association called for that purpose, by the affirmative votes of no less than two-thirds (2/3) of the total voting power of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the real property and other assets of the Association shall be distributed as follows: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created; or (ii) granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted by any 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 11 **AMENDMENTS**

The Board shall have the authority to amend these Articles without Member approval to the fullest extent provided by Title 30, Chapter 3, Idaho Code. Amendment of these Articles may also be made by the Board and the Members as provided in Title 30, Chapter 3, Idaho Code from time to time. No amendment which is inconsistent with the provisions of the Declaration shall be valid.

ARTICLE 12 **MEANING OF TERMS**

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are ascribed to such terms in the Declaration.

ARTICLE 13 **INCORPORATION**

Amanda K. Schaus, Esq., 12601 W. Explorer Drive, Suite 200, Boise, Idaho 83713, shall be the initial incorporator of the Association.

IN WITNESS WHEREOF, I have hereunto set my hand effective this 10th day of January, 2010.



Amanda K. Schaus, Incorporator