



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

CASCADE OWNERS ASSOCIATION, INC.

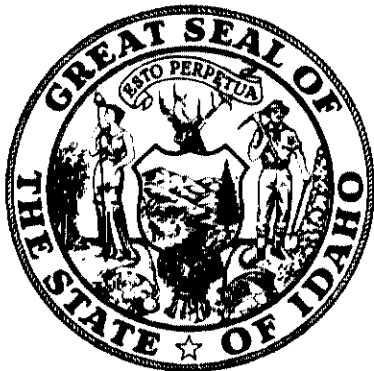
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

CASCADE OWNERS 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 January 09, 19 91



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

ARTICLES OF INCORPORATION
OF
CASCADE OWNERS ASSOCIATION, INC.

JUN 9 3 00 PM '85
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned incorporators, being citizens of the United States of America and being of full age, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation pursuant to the Idaho Non-Profit Corporation Act, to be hereinafter referred to as a corporation, and do hereby adopt the following Articles of Incorporation, to-wit:

ARTICLE I

The name of this corporation shall be and is "CASCADE OWNERS ASSOCIATION, INC."

ARTICLE II

The existence of this corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is formed are the following:

3.1 For the mutual aid and protection of the rights and privileges shared by the members of the corporation.

3.2 To provide for the maintenance and upkeep of those areas and facilities of common interest to the members of the corporation.

3.3 To borrow money for the furtherance of any of the purposes of the corporation and to secure the same by obligations, pledges, mortgages or issuance of bonds or indentures secured by pledges, deeds of trusts or mortgages upon the whole or any part of the property.

3.4 To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state government or governmental authority or of any political or administrative subdivision or department thereof and to perform and carry out, assign, cancel or rescind any such contracts.

3.5 To buy, sell, deliver all goods, real property, wares and merchandise and all kinds of equipment, apparatus and appliances reasonably related to and required by the principal business of the corporation.

3.6 To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers therein set forth, either alone or growing out of or connected with its business or powers, provided the same be not inconsistent with the laws of the State of Idaho.

The purposes and powers specified in the clauses contained in this article are to be construed both as purposes and powers and shall, except when otherwise expressed in this Article, be in nowise limited or restricted by reference to or inference from the terms of any other clause of this, or of any other article of this certificate, but each of the purposes and powers specified in this Article shall be regarded as independent purposes and powers; and the specification herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of the general powers granted to corporations under the laws of the State of Idaho, but is intended to be, and shall be held to be in furtherance thereof.

ARTICLE IV

The corporation is not organized for pecuniary profit and no dividends shall be paid and no part of the income shall be distributed to its members, directors or officers. The balance, if any, of all money received by the corporation from its operations, after payment in full of all debts and obligations of the corporation of whatsoever kind and nature, shall be used in the exercise of the purposes above set forth. The corporation shall, however, have the power to pay compensation in a reasonable amount to its members, directors or officers for services rendered and may confer benefits upon its members in conformity with its purposes. This corporation shall have no capital stock and no shares of stock in the corporation shall be issued.

ARTICLE V

The members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation. No director shall have any liability whatsoever to the corporation or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that such elimination of personal liability as herein set forth shall not eliminate or limit the liability of a director for (1) any breach of the director's duty of loyalty to the corporation or its members, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) as may be provided under *Idaho Code* §3-1-48, as currently existing or as may hereafter be amended.

The corporation shall have the power of indemnification as may be provided under *Idaho Code* §3-1-5, as currently existing or as may hereafter be amended.

ARTICLE VI

The rights of membership shall extend to the owners of real property located in the Stratford Subdivision as described in Exhibit "A" attached hereto. Additional properties may be added to the Subdivision, in which event such additional lots shall become subject to the covenants, conditions and restrictions applicable to the foregoing real property and each owner thereof shall be a member of this Association. The membership shall depend solely upon ownership of said property and each membership shall be identified with the ownership of said property and shall not be subject to the approval of the board of directors or other members. The rights and interest of all members shall be equal.

Each member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the members, except that the developer of the Subdivision, Summerfield, Inc., shall be entitled to four (4) votes per each lot owned by it in the Subdivision until the total votes outstanding of the other members equals the total votes outstanding of the developer or December 31, 1992, whichever occurs earlier. Members owning real property in the subdivision as joint tenants, tenants in common or as community property shall only be permitted one vote for their joint property interest.

ARTICLE VII

A member entitled to vote in a meeting may assign his proxy to a specific member entitled to vote at such meeting and may also name an alternate. In advance of voting, proxies shall be submitted to the Secretary and a committee may be appointed by said Secretary to determine the validity of proxies. Proxies are limited to a maximum term of eleven (11) months as provided by law.

ARTICLE VIII

No member hereof shall be expelled from the corporation or have his voting rights cancelled except by transfer of his property in said subdivision; provided, however, that the corporation shall have the power to suspend either the membership or the voting rights, or both, of any member hereof for such periods of time as his charges assessed by the corporation are not paid; and the corporation shall have power to attach liens against such member's property for non-payment of charges and to revoke the rights of the members of the corporation to use assets and facilities owned by the corporation when said charges are not paid and said rights shall be restored promptly upon payment of said charges.

ARTICLE IX

The areas and facilities provided for the common use and enjoyment of the members of the corporation shall be owned by the corporation and not held by any other means, except for the recreational facilities located on adjacent property.

ARTICLE X

The address of the initial registered office of the corporation is 1095 Allumbaugh, P. O. Box 4211, Boise, Idaho 83711, and the name of its initial registered agent at such address is Richard S. Brown.

ARTICLE XI

The meetings of the members of this corporation shall be held within the territorial boundaries of Ada County, State of Idaho.

ARTICLE XII

The number of the directors of the corporation shall be no less than two (2) and no more than six (6).

ARTICLE XIII

The names and post office addresses of the incorporators are as follows:

Richard S. Brown	P. O. Box 4211 Boise, Idaho 83711
Marjorie C. Brown	P. O. Box 4211 Boise, Idaho 83711

ARTICLE XIV

The names and post office addresses of the initial Board of Directors who will serve until the first election of directors are as follows:

Richard S. Brown	P. O. Box 4211 Boise, Idaho 83711
Marjorie C. Brown	P. O. Box 4211 Boise, Idaho 83711

ARTICLE XV

The directors of this corporation shall not have the power to amend the By-Laws or these Articles in any way.

ARTICLE XVI

Any amendment to these Articles may be made by vote of a two-thirds (2/3) majority of all the eligible voters.

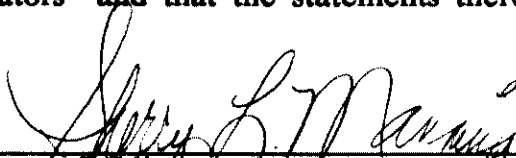
IN WITNESS WHEREOF, we, the incorporators of said corporation have hereunto set our hands this 3rd day of JANUARY, ~~1991~~ 1991


RICHARD S. BROWN


MARJORIE C. BROWN

STATE OF IDAHO)
County of Ada) ss

I, the undersigned, a notary public for the State of Idaho, do hereby certify that on this 3rd day of JANUARY, ~~1991~~ 1991, personally appeared before me RICHARD S. BROWN and MARJORIE C. BROWN, who, being by me first duly sworn, declared that they are the incorporators of CASCADE OWNERS ASSOCIATION, INC., that they signed the foregoing document as such incorporators and that the statements therein contained are true.


Notary Public
Residing at: BOISE IDAHO
Comm. Expires: 7-18-93