



CERTIFICATE OF INCORPORATION
OF

SUNFLOWER PARK CONDOMINIUMS HOMEOWNERS' ASSOCIATION, INC.

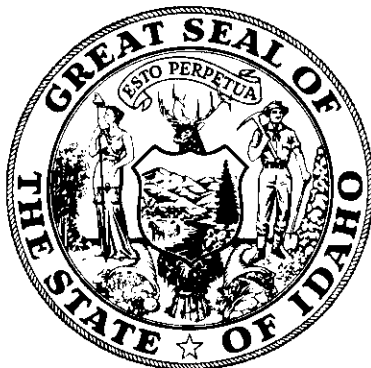
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SUNFLOWER PARK CONDOMINIUMS 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 December 15, 19 81.



SECRETARY OF STATE

Corporation Clerk

RECEIVED

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ARTICLES OF INCORPORATION

OF

SECRETARY OF
STATE

SUNFLOWER PARK CONDOMINIUMS HOMEOWNERS' ASSOCIATION, INC.

THE UNDERSIGNED, being a natural person of full age, legally competent to enter into contracts, who is a citizen of the United States of America, does hereby adopt the following Articles of Incorporation for the purpose of forming a nonprofit corporation under the provisions of Title 30, Chapter 3, Idaho Code:

ARTICLE I - NAME

The name of this corporation is:

SUNFLOWER PARK CONDOMINIUMS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation, and the name of its initial registered agent at such address, are as follows:

3864 McGonigull
Boise, Idaho 83713

Agent: David Wright

ARTICLE III - PURPOSES AND POWERS

The nature, objects, purposes, and powers of this corporation are as follows:

1. This corporation is a nonprofit corporation, as such term is defined in §30-305, Idaho Code. It does not contemplate pecuniary gain or profit, and no part of its income or property shall at any time be distributable to its members (provided, however, this provision shall not be construed to prohibit the payment of reasonable operating expenses, nor from providing benefits to members in furtherance of its objectives and purposes).

2. This corporation is formed for the purpose of receiving and accepting grants of right, title, and interest in real property, and improvements thereon, which may be transferred to it subject to such functions and obligations as may be imposed with respect thereto, pursuant to the establishment of a general plan for the development, improvement, maintenance, and protection of property within the development known as Sunflower Park Condominiums, as described and defined on the official Plat thereof on file and of record in the office of the County Recorder of Ada County, State of Idaho, all as more fully defined and set forth in the Declaration of Covenants, Conditions and Restrictions of Sunflower Park Condominiums, recorded as Instrument No. 8150935 in the office of the County Recorder of Ada County, State of Idaho, the provisions of which are by this reference incorporated herein and made a part hereof.

3. It shall be a specific purpose and obligation of this corporation to provide and furnish all necessary management, control, operation, care, maintenance, repairs, replacement, and upkeep of the Common Area of Sunflower Park Condominiums (as shown on the official Plat thereof and defined in the above-mentioned Declaration of

Covenants, Conditions and Restrictions of Sunflower Park Condominiums) including but not limited to the Roadways, Sewer Lines, and all improvements which may at any time be located upon, or a part of, said Common Area.

4. In addition to all of the powers authorized or permitted to nonprofit corporation by the laws of the State of Idaho, as the same may be in effect from time to time, this corporation shall have the power to levy and collect assessments upon and from its members in the manner, and subject to the conditions, set forth in the Declaration of Covenants, Conditions and Restrictions of Sunflower Park Condominiums and as may be provided in the Bylaws of this corporation. This corporation shall have the power to perform any lawful act or obligation imposed upon it by said Declaration of Covenants, Conditions and Restrictions of Sunflower Park Condominiums, or necessary or desirable in order to accomplish the purposes and objectives stated therein, or incidental thereto.

ARTICLE IV - MEMBERSHIP

Every person or entity who is an Owner of any Lot in Sunflower Park Condominiums, or of any interest therein, other than a person or entity whose interest therein is held merely as security for the performance of an obligation, shall be a member of this corporation. The rights and obligations of membership herein shall be appurtenant to each Lot in Sunflower Park Condominiums and may not be separated from the ownership thereof. In the event of conveyance or legal transfer of a member's ownership interest in any such Lot, the

transferor person or entity shall cease to be a member of this corporation, and such membership shall automatically vest in the transferee person or entity; provided, however, no such conveyance or transfer of membership shall release the transferor from personal liability for unpaid assessments due to the corporation which accrued during the time such transferor was a member hereof.

ARTICLE V - VOTING RIGHTS

This corporation shall have two classes of voting membership, as follows:

Class A. Class A members shall be all Owners, with the exception of Wright Industries, Inc. and any of its successors or assigns acting in the capacity of developer or builder with respect to the Sunflower Park Condominiums. Class A members shall be entitled to one vote for each Lot owned in Sunflower Park Condominiums. In the case of co-ownership of any Lot the vote with respect to such Lot shall be cast in the manner directed by the majority of such co-owners.

Class B. The Class B member shall be Wright Industries, Inc. and any of its successors or assigns acting in the capacity of developer or builder with respect to the Sunflower Park Condominiums. The Class B member shall be entitled to three (3) votes for each Lot owned in Sunflower Park Condominiums. The Class B membership shall cease, and shall be converted to Class A membership, upon the happening of the earlier of the following events:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) three (3) years after the date of recording of the above-mentioned Declaration of Covenants, Conditions and Restrictions of Sunflower Park Condominiums.

ARTICLE VI - BOARD OF TRUSTEES

The affairs of the corporation shall be managed by a Board of Trustees, initially consisting of three (3) members, who need not be members of the corporation. The number of members of the Board of Trustees may be changed from time to time by amendment of the Bylaws of the corporation. The names and addresses of the members of the initial Board of Trustees, who shall act until the first annual meeting of the membership, or until their successors are duly elected and qualified, are:

David Wright
P. O. Box 685
Meridian, Idaho 83642

ARTICLE VII - MEETINGS; BYLAWS

Meetings of the members, and of the Board of Trustees, shall be held at the times and places, and called in the such manner, as may

from time to time be provided in the Bylaws of the corporation, which the Board of Trustees is expressly authorized to adopt, repeal, and modify. Any provision of the Bylaws relating to the election and qualification of members of the Board of Trustees and their term of office, may be adopted, repealed and amended by vote of two-thirds of the members at any annual membership meeting, or any special membership meeting called for such purpose, and such provision shall not thereafter be repealed or modified by the Board of Trustees in a manner inconsistent therewith.

ARTICLE VIII - DISSOLUTION

This corporation may be voluntarily dissolved upon the ^{VOTE} ~~written consent~~ of at least two-thirds (2/3) of the total voting power of its membership ^{AT WHICH MEETING A QUORUM IS PRESENT.} In event of such dissolution, its assets shall be distributed to a successor entity, or appropriate public authority, to be used in furtherance of the purposes and objectives for this this corporation was organized.

ARTICLE IX - DURATION

This corporation shall exist perpetually.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in accordance with the provisions of Title 30, Chapter 3, Idaho Code, as the same may be in effect and amended from time to time; provided, however, no such amendment may be made except upon approval by two-thirds (2/3)

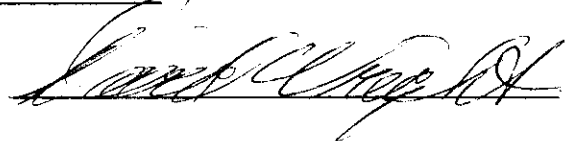
of the voting power of each class of membership, and unless such amendment be approved by the two-thirds (2/3) of those persons or entities holding first Mortgages upon Lots within Sunflower Park Condominiums (all co-owners of any first Mortgage being entitled collectively to only one vote, and to be counted collectively as only one first Mortgage for such purposes). Further, so long as the Class B membership is in effect, there shall be no amendment or other action to annex additional properties, engage in any merger or consolidation, to mortgage or dedicate the Common Area or any part thereof, or to dissolve the corporation, without the prior approval of the Federal Housing Administration or the Veterans Administration or equivalent governmental agency involved in, or in any manner connected with, the financing of first Mortgage loans relating to the Property or any Lot therein.

ARTICLE XI - INCORPORATOR

Following are the name and post office address of the incorporator of this corporation:

David Wright
P. O. Box 685
Meridian, Idaho 83642

IN WITNESS WHEREOF, the said incorporator has hereunto set his hand this 30th day of October, 1981.



STATE OF IDAHO)
)ss.
COUNTY OF ADA)

On this 30th day of October, 1981, before me,
the undersigned, a Notary Public in and for said State, personally
appeared David Wright, known to me to be the person whose name is
subscribed to the foregoing instrument, and acknowledged to me that he
executed the same.



Notary Public for Idaho
Residing at: Besse