

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

HIGHGATE SUBDIVISION HOME OWNERS' ASSOCIATION, INC.

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a non-profit 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 HIGHGATE SUBDIVISION HOME OWNERS' ASSOCIATION, INC. (hereinafter, the "**Non-Profit Corporation**").

ARTICLE 2: TERM

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

ARTICLE 3: NON-PROFIT

This Non-Profit Corporation shall be a non-profit, membership corporation.

ARTICLE 4: REGISTERED AGENT

The location and street address of the initial registered office of this Non-Profit Corporation shall be 10632 N. Sagecrest Place, Boise, Idaho 83703, and Peter Harris is hereby appointed the initial registered agent of the Non-Profit Corporation.

ARTICLE 5: PURPOSE AND POWERS OF THE ASSOCIATION

This Non-Profit Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Non-Profit Corporation is formed are to provide for certain regulations of the use and architectural control of the Building Lots and Common Area located in the Property according to the Plat thereof recorded or to be recorded in the official records of Ada County, Idaho (the "**Highgate Subdivision**"), which Building Lots and Common Area are a portion of the Property covered by the Declaration of Covenants, Conditions and Restrictions for Highgate Subdivision, recorded or to be recorded in the official records of Ada County, Idaho ("**Declaration**"); and to promote the health, safety and welfare of the residents within the Highgate Subdivision; and for this purpose to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Non-Profit Corporation as set forth in the Declaration as amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(B) 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 Non-Profit Corporation;

(C) Acquire (by gift, purchase or otherwise), own, hold, improve, purchase, lease, 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 Non-Profit Corporation under the limitations imposed by the Declaration;

(D) Borrow money, and with the assent of two-thirds (2/3) of each class of Members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

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

(F) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Non-Profit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in the Bylaws and the Declaration and the amendments and supplements thereto.

ARTICLE 6: MEMBERSHIP

Each person or entity holding fee simple interest of record to a Building Lot which is a part of the Property, and sellers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Non-Profit Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Building Lot located in the Highgate Subdivision.

ARTICLE 7: VOTING RIGHTS

The Non-Profit Corporation shall have two classes of voting membership:

7.1 Class A Members. Owners other than Grantor shall be known as Class A Members. Each Class A Member shall be entitled to cast one (1) vote for each Building Lot owned by such Class A Member on the day of the vote.

7.2 Class B Members. The Grantor shall be known as the Class B Member, and shall be entitled to five (5) votes for each Building Lot of which Grantor is the Owner. The Class B Member shall cease to be a Class B Member in the Association, and shall become a Class A Member, on the happening of either of the following events, whichever occurs earlier:

- (a) when ninety (90%) percent of the Building Lots have been sold to Owners other than Grantor; or
- (b) on December 31, 2022.

Fractional votes shall not be allowed. In the event that joint Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter being put to a vote. When an Owner casts a vote, it will thereafter be presumed conclusively for all purposes that such Owner was acting with authority and consent of all joint Owners of the Building Lot(s) from which the vote derived. The right to vote may not be severed or separated from the ownership of the Building Lot to which it is appurtenant, except that any Owner may give a revocable proxy, or may assign such Owner's right to vote to a lessee, mortgagee, beneficiary or contract purchaser of the Building Lot concerned, for the term of the lease, mortgage, deed of trust or contract. Any sale, transfer or conveyance of such Building Lot to a new Owner shall operate automatically to transfer the appurtenant voting right to the Owner, subject to any assignment of the right to vote to a lessee, mortgagee, or beneficiary as provided herein.

ARTICLE 8: BOARD OF DIRECTORS

The affairs of this Non-Profit Corporation shall be managed by a Board of three (3) Directors, who need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Non-Profit Corporation, but in no event shall the number be less than three (3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Peter Harris	10632 N. Sagecrest Place Boise, ID 83703
David Elcox	10632 N. Sagecrest Place Boise, ID 83703
Sandy Gebhard	10632 N. Sagecrest Place Boise, ID 83703

ARTICLE 9: ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the Declaration and as set forth in the Bylaws of the Non-Profit Corporation.

ARTICLE 10: BYLAWS

The Bylaws of this Non-Profit Corporation may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Non-Profit Corporation called for that purpose, by the affirmative votes of a majority of each class of Members. 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 Non-Profit Corporation, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declaration.

ARTICLE 11: DISSOLUTION

The Non-Profit Corporation may be dissolved at any regular meeting, or any special meeting of the Non-Profit Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of each class of Members. Upon dissolution of the Non-Profit Corporation, other than incident to a merger or consolidation, the real property and other assets of the Non-Profit Corporation shall be: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Non-Profit Corporation was created; or (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes; or (iii) distributed to the Owners of Building Lots to be held by them as tenants in common in proportion to the number of Building Lots within the Highgate Subdivision. The determination of the liquidating distribution of the real property and other assets of the Non-Profit Corporation as provided above, shall be determined by vote of a majority of the Owners of Building Lots as part of the Member vote on dissolution.

ARTICLE 12: AMENDMENTS

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Non-Profit Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of each class of Members and, if required by the Declaration, the consent of holders of first mortgages on Building Lot(s) who have requested of the Non-Profit Corporation in writing to provide them notice of proposed action which affects their interests. No amendment which is inconsistent with the provisions of the Declaration shall be valid.

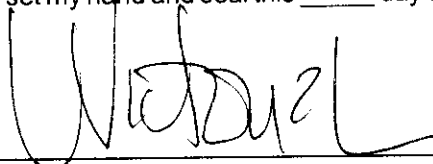
ARTICLE 13: MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration including, without limitation, "Articles," "Assessments," "Board," "Building Lot," "Bylaws," "Common Area," "Declarant," "Member," "Owner," "Plat and "Property".

ARTICLE 14: INCORPORATION

L. Victoria Meier, 251 E. Front Street, Suite 200, Boise, Idaho 83702, shall be the incorporator of the Non-Profit Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of July, 2004.

A handwritten signature in black ink, appearing to read "Victoria Meier", written over a horizontal line.

L. Victoria Meier, Incorporator