



CERTIFICATE OF INCORPORATION
OF

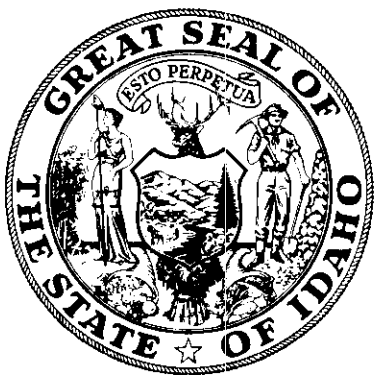
TOWNWEST HOMEOWNERS ASSOCIATION, INC.

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 TOWNWEST 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 November 15, 19 85.



SECRETARY OF STATE

Corporation Clerk

Nov 15 3 37 PM '95
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

TOWNWEST HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the laws of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly Title 30, Chapter 10, Idaho Code, the undersigned natural persons, each of whom are of legal age and residents of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, do hereby as incorporators, adopt the following Articles of Incorporation and certify:

I.

The name of the corporation is TOWNWEST HOMEOWNERS ASSOCIATION, INC. hereinafter called the "Association".

II.

The registered agent is J. Frederick Mack and the registered and principal office of the Association is located at 1117 S. Owyhee, Boise, Idaho 83705.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

The purpose of the Association shall be to provide for maintenance, preservation and control of the Common Area and Common Area improvements, and improvements on Lots located within Ada County, Idaho and to promote the recreation, health, safety and welfare of the members hereof, and for this purpose to:

- (a) To acquire and own real and personal property and any interest or rights therein or appurtenant thereto as may be incidental to the purposes of the Association;
- (b) To act on behalf of its members, collectively, as their governing body for civic functions and purposes, with respect to the preservation, care, maintenance, replacement, improvement, enhancement, operation and

administration of both real and personal property for the promotion of the health, safety and welfare, and the common use and enjoyment thereof by members of the Association, all on a not-for-profit basis and all as more fully set forth in the Declaration of Covenants, Conditions, Restrictions, and Easements for Townwest Homeowners Association applicable to the property and recorded or to be recorded in the office of the County Recorder of Ada County, Idaho, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

- (c) 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;
- (d) To 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;
- (e) To 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 insured;
- (f) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes 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 three-fourths (3/4) of the members, agreeing to such dedication, sale or transfer;

- (g) To 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 the members;
- (h) To have and 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 or exercise.

ARTICLE IV

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee in any one of the three 4-plexes on any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. Subject to Article V hereof, each member shall have equal property rights and interest in the Association and Association properties. 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. Members shall be issued membership certificates.

ARTICLE V

VOTING RIGHTS

The Association shall have one class of voting membership:

Class A. Members shall be all Owners, and shall be entitled to one (1) vote for each 4-plex owned. When more than one (1) person holds an interest in a 4-plex, all such persons shall be members but only be entitled to one (1) vote for each 4-plex. The vote for each 4-plex shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any 4-plex.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of at least three (3) but no more than five (5) Directors, who need not be members of the Association, at meetings duly held pursuant to the By-laws and at which a quorum is present in person or by proxy. A quorum shall consist of a majority of the Directors. The Board by majority vote, may remove an officer of the Association.

At or any time after the first regular meeting of the members, the members may increase the number of Board members to five (5) at any regular or special meeting by majority of the members provided a quorum is present.

At the first regular meeting the members shall elect one (1) director for a term of one (1) year; one director for a term of two (2) years; and one director for a term of three (3) years; and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years. Vacancies during terms shall be filled by the remaining directors.

The names and post office addresses of each of the incorporators and each of the initial directors to serve until the first election of directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. Frederick Mack	1117 S. Owyhee, Boise, ID 83705
Walter H. Bithell	919 Harrison Blvd., Boise, ID 83702
Sherry Bithell	919 Harrison Blvd., Boise, ID 83702

ARTICLE VII

DISSOLUTION

The Association may be dissolved with the unanimous assent given in writing and signed by all members of the association. 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 VIII

DURATION

The corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

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 _____ day of _____, 1985.



J. FREDERICK MACK



WALTER H. BITHELL



SHERRY BITHELL

STATE OF IDAHO)
) ss
County of Ada)

On this 15TH day of NOVEMBER, 1985, before me, the undersigned, a Notary Public in and for said state, personally appeared J. Frederick Mack, Walter H. Bithell and Sherry Bithell, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

James E. Forchuck
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires 10/22/87