

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

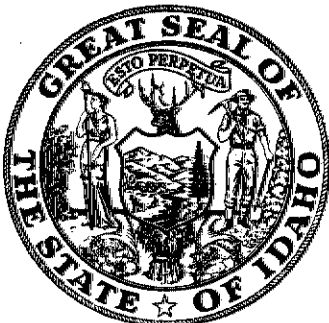
AUGUSTINA HOMEOWNERS ASSOCIATION, INC.

File number C 116800

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 AUGUSTINA 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: October 16, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Loi Smock*

ARTICLES OF INCORPORATION

OF

AUGUSTINA HOMEOWNERS ASSOCIATION, INC.

OCT 16 1 27 PM '96

SECRETARY OF STATE
STATE OF IDAHO

In compliance with the requirements of the law of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly Title 30, Chapter 3, Idaho Code, the undersigned natural person, being of full age and a resident of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby as incorporator, adopt the following Articles of Incorporation and certify:

ARTICLE I
NAME

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

ARTICLE II
NONPROFIT CORPORATION

This Association is a nonprofit corporation.

ARTICLE III
DURATION

The duration of this Association shall be perpetual.

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IDAHO SECRETARY OF STATE
DATE 10/16/1996 0900 32533
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ARTICLE IV
PURPOSE AND POWERS OF THE CORPORATION

This Association shall be a nonprofit membership corporation. The purpose of the Association shall be to provide for the maintenance, preservation and control of certain improvements within the Common Area and other portions of AUGUSTINA SUBDIVISION located in Canyon County, Idaho, and to promote the recreation, health, safety and welfare of the members thereof, and for this purpose to:

- a. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the County Recorder of Canyon County, Idaho at Caldwell, 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;
- b. 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;
- c. Acquire (by gift, purchase or otherwise), own, sell, hold, improve, build upon, operate, maintain, convey, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

d. Borrow money, mortgage, pledge, deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to those restrictions contained in the Declaration and any amendments thereto;

e. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, subject to those restrictions contained in the Declaration and any amendments thereto; and

f. Have and to exercise any and all powers, rights and privileges which a corporation organized under the laws for general nonprofit corporations in the State of Idaho by law may now or hereafter have or exercise.

ARTICLE V **MEMBERSHIP**

There shall be twenty (20) members in the Association, which membership shall be evidenced by a certificate of membership or certificate of stock. Every person or entity who is a record owner of a lot other than a lot exclusively devoted to Common Area within the subdivision as that term is defined in the Declaration of Covenants, Conditions and Restrictions for this subdivision recorded with the Canyon County Recorder shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest in a lot as security for the performance of an obligation. Membership shall be appurtenant to and shall not be separated from the ownership of any lot which is subject to assessment by the Association.

ARTICLE VI
VOTING RIGHTS

Each member of the Association shall be entitled to one vote for the lot in which they hold the interest required for membership in accordance with the Declaration of Covenants, Conditions and Restrictions filed with the Canyon County Recorder.

ARTICLE VII
CORPORATION ADDRESS

The street address of the initial registered office of the Association shall be 2401 South Apple Street, Boise, Idaho 83706. The name of the initial registered agent shall be David Wheeler at the aforementioned street address. The principal office of the Association is Building C-3, Suite 2D1, 10108 32nd Avenue West, Everett, Washington 98204.

ARTICLE VIII
BOARD OF DIRECTORS

The initial Board of Directors shall be comprised of three (3) members, who need not be members of the Association. These Directors names and addresses are:

David Wheeler	2401 South Apple Street Boise, Idaho 83706
Michael J. Rizzuto	Building C-3, Suite 2D1 10108 32nd Avenue W. Everett, WA 98204
Marcia L. Rizzuto	Building C-3, Suite 2D1 10108 32nd Avenue W. Everett, WA 98204

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator is:

Michael J. Rizzuto

Building C-3, Suite 2D1
10108 32nd Avenue W.
Everett, WA 98204

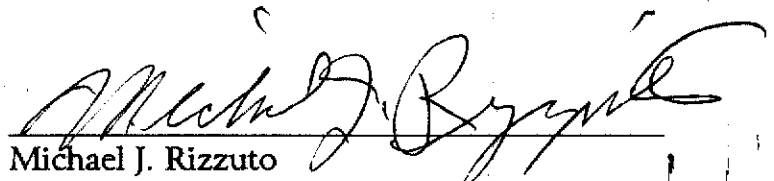
ARTICLE X
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation shall require the assent of those members casting two-thirds (2/3) of the votes of the Association at any regular members' meeting or a special meeting called specifically for that purpose.

ARTICLE XI
DISSOLUTION

If the Association is dissolved, the Common Area and assets of the Association shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Idaho, I, the undersigned incorporator of this Association, have executed these Articles of Incorporation this 15 day of October, 1996.


Michael J. Rizzuto