

**Department of State.**

**CERTIFICATE OF INCORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**IDAHO STATE HOMEBUILDERS ASSOCIATION**

was filed in the office of the Secretary of State on the **fifteenth** day of **October** A. D. One Thousand Nine Hundred **seventy-three** and ~~is~~ **will be** duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **15th** day of **October** A.D., 19 **73**.

Secretary of State.

## ARTICLES OF ASSOCIATION

OF

### IDAHO STATE HOMEBUILDERS ASSOCIATION

(A non-profit cooperative association  
organized pursuant to  
Chapter 10, Title 30, Idaho Code)

#### ARTICLE I

The name of the Association is Idaho State Homebuilders Association.

#### ARTICLE II

The principal office of the Idaho State Homebuilders Association shall be 1134 North Orchard, City of Boise, County of Ada, State of Idaho. The Association may have such other offices as from time to time may be designated by its members or by its Board of Directors.

#### ARTICLE III

The Association's objects and purposes are:

1. To associate the home builders of this State for the purpose of mutual advantage and cooperation.
2. To develop and maintain within the Home Building Industry a high appreciation of the objectives and responsibilities of home building techniques and practices.
3. To advocate and encourage the constant improvement of home building techniques and practices.
4. To promote and protect home ownership among all the people.
5. To cooperate with other trade associations in all matters related to advancing the home building industry.
6. To advocate the standardization of building codes throughout the nation.

7. To work for the elimination of governmental orders improperly restricting the Home Building Industry, and to support beneficial directives.
8. To promulgate and enforce a Code of Ethics for members of this Association.
9. To collaborate with distributors and manufacturers of building materials and equipment to the end that maximum quality at minimum cost to the consumer may be achieved.
10. To issue such publications as may be necessary to disseminate information of value to its members, the public and the government.
11. To serve, advance and protect the welfare of the Home Building Industry, in such manner that adequate housing will be made available by private enterprise to all Americans.
12. To operate without profit and no part of the income of this organization shall inure to the benefit of any individual member.
13. To engage in such other businesses as may be authorized or permitted by the laws of the State of Idaho.
14. To do anything necessary and proper for the accomplishment of any purposes or objectives set forth in the statement of purposes and objectives adopted by the incorporators of this Association.

#### ARTICLE IV

In furtherance of the objects and purposes described in Article III but not in limitation thereof, the Association shall have the power to collect and disseminate statistics and other information, to conduct investigations, and to hold such property as is necessary to effectuate its purposes.

#### ARTICLE V

This Association shall not have any capital stock and shall issue memberships only as shall be provided by these Articles of Association and the By-Laws.

## ARTICLE VI

The names and places of residents of the incorporators are as follows:

NAME	ADDRESS
Southwest District:	
Jack Vincent	Boise
Dan Hardee	Boise
Jim Amyx	Boise
Hal Sweet	Boise
Bob Woolard	Boise
North Idaho:	
Andrew Cobetto	Coeur d'Alene
Roy F. Stark	Coeur d'Alene
Snake River Valley:	
Lyle Olmsted	Nampa
Don Anthony	Caldwell
Magic Valley:	
Lyle Frazier	Twin Falls

## ARTICLE VII

This Association shall have perpetual existence.

## ARTICLE VIII

Private property of the members shall not be subject to payments of debts or obligations of any nature of the Idaho Association.

## ARTICLE IX

The activities and affairs of the corporation shall be managed by a board of directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws, but in no case shall the number be less than five. The directors need not be members of the corporation unless so required by the by-laws.

The board of directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the by-laws may provide, and shall hold office until their successors are respectively elected and qualified. The by-laws shall specify the number of directors necessary to constitute a quorum. The board of directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees, which to the extent provided in said resolution or resolutions or in the by-laws of the corporation shall have and may exercise the powers of the board of directors in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors. The directors of the corporation may, if the by-laws so provide, be classified as to term of office. The corporation may elect such officers as the by-laws may specify, who shall, subject to the provisions of the statute, have such titles and exercise such duties as the by-laws may provide. The board of directors is expressly authorized to propose alterations or amendments to the by-laws of this corporation which shall be subject to adoption and ratification by the membership.

This corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statute, provided that the board of directors shall not exercise any power of authority conferred herein or by statute upon the members.

#### ARTICLE X

Meetings of the members may be held without the State of Idaho, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes), outside the State of Idaho at such place or places as may be from time to time designated by the board of directors.

## ARTICLE XI

The Association reserves the right to amend, alter, change or repeal any provision contained in this certificate of association, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

## ARTICLE XII

The by-laws will hereinafter be adopted by the members. Such by-laws may be amended or repealed, in whole or in part, in the manner provided therein, and the amendments to the by-laws shall be binding on all members, including those who might have voted against them.

## ARTICLE XIII

a. BUILDER MEMBERSHIP. Builder Membership in the Association shall be limited to persons in any recognized branch of the home building industry who are engaged in home building in the state of Idaho and are of a high personal character and have attained an honorable reputation in the industry.

b. ASSOCIATE MEMBERSHIP. Associate membership shall be available to persons engaged in any allied trade, industry, or profession related to home building who are either associate members in good standing of an affiliated local association or chapter, or whose place of business is within the state of Idaho, but outside the jurisdiction of any local association or chapter affiliated with this Association, and are of a high personal character and have attained an honorable reputation in the industry.

c. ELIGIBILITY. In order to be eligible for membership in the Association, a candidate must be at least 18 years of age and must conduct himself in a high ethical and professional manner in the participation in the home building industry.

d. VOTING. Each active member shall be entitled to one vote in the affairs of the Association. Proxy voting is permitted.

e. EXPULSION. Any member ceasing to have the necessary qualifications set forth in these Articles may be dropped from the roll of membership by the board of directors as provided for in the by-laws.

f. RIGHTS. The rights and interests of all members of the Association shall be equal and no member shall have or acquire a greater interest therein than any other member.

#### ARTICLE XIV

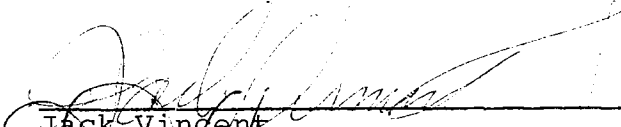
The annual dues required for membership in the Association shall be determined by the vote of the members, on recommendation of the membership committee and the board of directors of the Association.

#### ARTICLE XV

a. ANNUAL MEETING. There shall be an annual meeting of the Association prior to the 15th day of December, unless otherwise ordered by the Board of Directors, for electing officers, receiving reports, and transacting other business. The meeting shall be open to all members. Notice of these meetings, issued by the Secretary shall be mailed to the last recorded address of each member at least 30 days before the time appointed for the meeting.

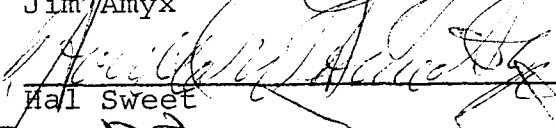
b. QUORUM. A majority of the active members of this Association, when present at any meeting, shall constitute a quorum, and in case there is less than this number, the presiding officer shall adjourn from time to time until the quorum is present.


We, the undersigned, being each of the incorporators herein before named, for the purpose of forming an association pursuant to Chapter 10, Title 30, of the Idaho Code, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 4th day of February, 1973.

  
\_\_\_\_\_  
Jack Vincent

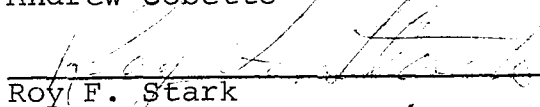
  
\_\_\_\_\_  
Dan Hardee

  
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Jim Amyx

  
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Hal Sweet

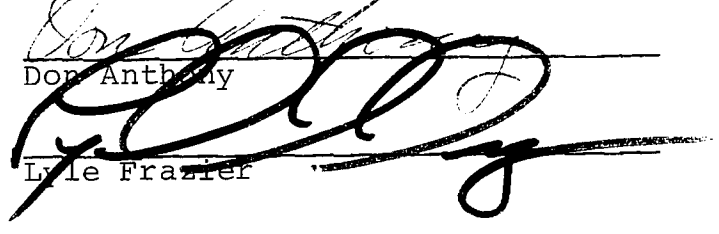
  
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Bob Woolard

  
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Andrew Cobetto

  
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Roy F. Stark

  
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Lyle Olmsted


  
\_\_\_\_\_  
Don Anthony

  
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Lyle Frazier

STATE OF IDAHO    )  
                              ) ss.  
County of Ada     )

On this 4<sup>th</sup> day of February, 1973,  
before me, the undersigned a Notary Public in and for  
said State, personally appeared JACK VINCENT, DAN HARDEE  
JIM AMYX, HAL SWEET, BOB WOOLARD, ANDREW COBETTO, ROY  
F. STARK, LYLE OLMSTED, DON ANTHONY and LYLE FRAZIER,  
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 seal the day and year in this certificate first  
above written.

  
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Notary Public in and for the State  
of Idaho, Residing at Boise, Idaho