

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

2003 AUG 12 P 12:42
ROCKING R HOMEOWNERS ASSOCIATION, INC.

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned, ROSECO, LLC, a limited liability company organized under the laws of the State of Idaho in good standing, has this day formed this nonprofit organization without capital stock, under and pursuant to Title 30, Chapter 3 of the laws of the State of Idaho, and does with this make, acknowledge and declare the following to be the Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be:

Rocking R Homeowners Association, Inc.

ARTICLE TWO

This corporation is a nonprofit corporation, and shall have no capital stock; and no dividends or pecuniary profits shall be declared to the members thereof. This corporation shall issue Membership Certificates to each member upon such terms and conditions as are prescribed in the Bylaws. Every person or entity who is a record Owner of any Lot within Phase I of that certain subdivision known as the Rosenberger Subdivision or within the boundaries of that certain plat known and approved as Phase I of the Rosenberger Subdivision by the City of Hayden and located within the City of Hayden, Kootenai County, Idaho shall be entitled to Membership and Voting Rights within the Association in accordance with its By-Laws, subject to the conditions for Membership set forth in Article Five hereof. Membership in said Association is appurtenant to, and inseparable from, ownership of the Lot.

ARTICLE THREE

The duration of this Association is perpetual. If the Association is hereafter dissolved, the assets of the Association shall be transferred and dedicated to a nonprofit organization with similar purposes which qualifies in accordance with Section 5.01(c)(3) of the Internal Revenue Code, or to a political subdivision of the State of Idaho or governmental agency of the United States of America which designated transferee shall be included and set forth in the Articles of Dissolution.

ARTICLE FOUR

The objects and purposes for which this corporation is formed are as follows:

1. To provide an entity by which the rights and obligations granted to the Rocking R Homeowners Association may be administered;

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2. To maintain all amenities, common recreational facilities, common areas, structures, private roads, buildings or utilities transferred to and accepted by Rocking R Homeowners Association, Inc. or required by the City of Hayden to be maintained by the Association; and to operate and maintain any future amenities, facilities, common areas, structures, private roadways, buildings, and utilities which subsequently may be developed by or transferred to the Association.

3. To assume and fulfill the duties and obligations of the Homeowners Association referred to and intended to be established in accordance with that certain Declaration of Covenants, Conditions, Restrictions and Reservations of Easements relating to that certain subdivision known as the Rosenberger Subdivision located within the City of Hayden, Kootenai County, Idaho.

4. To enter into and execute such agreements with the City of Hayden or any other political subdivision of the State of Idaho, or other public agency, which may be required of the Homeowners Association.

5. To undertake any such other purpose as deemed advisable or necessary by the Association in furtherance of the corporation, and to undertake any and all such other acts which may be permitted by law.

ARTICLE FIVE

The Membership rights and ownership of Lots shall be determined by the geographic boundaries and limited to the phases of that certain subdivision known and approved as the Rosenberger Subdivision by the City of Hayden and located within the City of Hayden, Kootenai County, State of Idaho as of the date of incorporation.

The Incorporator, ROSECO, LLC, is also the fee simple owner of certain additional real property lying adjacent and contiguous to that certain real property commonly known as the Rosenberger Subdivision - Phase I, and included in that certain subdivision known and approved as the Rosenberger Subdivision by the City of Hayden, Idaho. It is contemplated that the adjacent and contiguous properties will be developed as additional phases of the Rosenberger Subdivision, and at the sole option of ROSECO, LLC, the owner of said adjacent property included within the Rosenberger Subdivision boundaries, their successors and assigns, the Owners of Lots located within said additional phases of the Rosenberger Subdivision shall be included as members of the Association, subject to the following terms and conditions:

a. Additional memberships in the Association shall not exceed those Owners of Lots within the additional phases of the geographic boundaries of that certain Subdivision known and approved as the Rosenberger Subdivision by the City of Hayden, Idaho.

b. Inclusion of such Owners of Lots for membership in the Association shall be at the sole discretion of ROSECO, LLC, or its successors or assigns, and ROSECO, LLC or its successors or assigns shall not be obligated to include such lots for membership.

c. If ROSECO, LLC, or its successors or assigns chooses to include the Owners of Lots in any of the remaining phases of the subdivision known and approved as the Rosenberger Subdivision by the City of Hayden for membership in the Association, such inclusion shall be for the entire phase of construction according to the Subdivision known and approved as the Rosenberger Subdivision by the City of Hayden. In other words, ROSECO, LLC, or its successors or assigns must include all lots within said phase if any of said lots are to be included for membership in the Association.

d. ROSECO, LLC or its successors or assigns shall provide written notice to the Association of its intention to include such Owners of Lots in additional phases of the Rosenberger Subdivision as Members of the Association prior to the sale of any lot in any such additional phase of the Subdivision.

e. ROSECO, LLC or its successors or assigns shall provide to the Association a copy of the approved plat of the lots for which Owners are to be included for Membership in the Association with the Owner's notice of its intention to include such lots.

f. ROSECO, LLC or its successors or assigns shall, prior to the sale of any lot of any additional phase in which Owners of Lots are to be included as Members of the Association, properly record with the Office of the Recorder of Kootenai County, a Declaration of Covenants, Conditions, Restrictions and Reservations of Easements identical to those referred to hereinabove, excluding differences in the minimum size of Dwelling Units to be constructed.

g. Upon such notice to the Association, all Owners of Lots within the additional phase to be included shall become Members of the Association in accordance with the terms of these Declarations, and with all of the privileges, benefits, and obligations of membership, as though they had been originally included as Members, excepting, that any assessments or charges accruing to such membership shall not be retroactive.

h. All of the common areas of any phase subsequently included in accordance with the provisions hereof shall be owned and/or maintained by the Association in accordance with the terms of these Declarations, the documents of transfer, or as may be required by the City of Hayden.

i. ROSECO, LLC's or its successors' or assigns', right to include the Owners of Lots within the additional phases of that certain subdivision known as and approved as the Rosenberger Subdivision by the City of Hayden, Idaho shall expire ten (10) years from the date of recording of that certain original Declarations of Covenants, Conditions, Restrictions and Reservations of Easements for the Rosenberger Subdivision - Phase I.

No annexation of additional properties exceeding those included in the preliminary plat of the Rosenberger Subdivision as preliminarily approved by the City of Hayden, nor any merger or consolidation of this corporation with any other corporation or entity, nor any dissolution of the corporation or amendment of its Articles, nor any mortgage of the Common Areas of the corporation shall occur without the approval of the United States Department of Housing and Urban

Development and the United States Veterans Administration so long as there exists any Class B Membership in accordance with the By-Laws of the corporation. In the event that the approval of the foregoing relevant agencies of the United States Government is required, such approval shall be in writing. No such approval shall be required upon the cessation of Class B Membership in accordance with the By-Laws.

ARTICLE SIX

The registered agent for the corporation shall be RON ROSENBERGER.

ARTICLE SEVEN

The registered office of the corporation shall be 74 East Miles Avenue, Hayden, Idaho 83835.

ARTICLE EIGHT

The Board of Directors of this corporation is specifically authorized to fix the amount of assessments and charges to the member and to determine or implement the method of collection thereof, and to make such charges and assessments payable at such time or intervals and upon such notice and such methods that the Directors may so prescribe.

ARTICLE NINE

Bylaws which are not inconsistent with the Articles of Incorporation may be adopted, altered, amended, or repealed at any regular meeting of the members, or at any special meeting of the members of the corporation called for that purpose by the affirmative vote of a majority of the members present at such meetings; provided, however, a quorum, which shall be twenty-five percent (25%) of eligible votes, shall be present through members and proxy.

ARTICLE TEN

Any material amendment of these Articles of Incorporation shall require an affirmative vote of not less than two-thirds (2/3) of all of the Lot Owners of record. Any amendment of these Articles or the By-Laws of the corporation shall require the approval of the United States Department of Housing and the United States Veterans Administration as long as there is in existence any Class B Membership as set forth in the By-Laws of the corporation.

ARTICLE ELEVEN

The business of this Association shall be managed by a Board of Directors of not less than three (3) nor more than five (5) directors. The qualifications, terms of office, method of election, powers and duties of such directors shall be such as may be prescribed by law, these Articles and such Bylaws as may, from time to time, be enacted.

ARTICLE TWELVE

The following named persons shall serve as the Board of Directors until their successors are duly elected and qualified, to-wit:

RON ROSENBERGER
SHELLEY ROSENBERGER
ROB REAGAN

ARTICLE THIRTEEN

The name and address of the incorporator is as follows:

ROSECO, LLC
74 East Miles Avenue
Hayden, ID 83835

IN WITNESS WHEREOF, I, the undersigned, being the Managing Member of ROSECO, LLC, the incorporator hereinabove mentioned, hereunto set my hand and seal this 11th day of August, 2003.

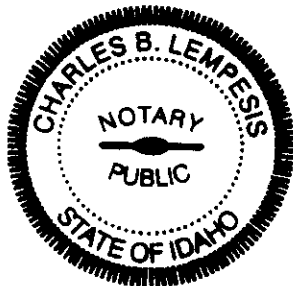
ROSECO, LLC

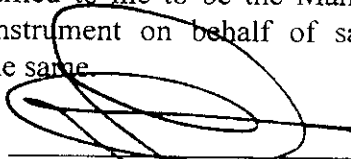
By: 

RON ROSENBERGER
Managing Member

STATE OF IDAHO)
) ss
COUNTY OF KOOTENAI)

On this 11th day of August, 2003, before me, a Notary Public in and for said State, personally appeared RON ROSENBERGER, known or identified to me to be the Managing Member of ROSECO, LLC, that he executed the within instrument on behalf of said company and acknowledged to me that such company executed the same.




Notary Public for Idaho

Residing At: POST FALLS

Commission Expires: 3-12-09