



CERTIFICATE OF INCORPORATION
OF

ORCHARD OFFICE PARK ASSOCIATION, INC.

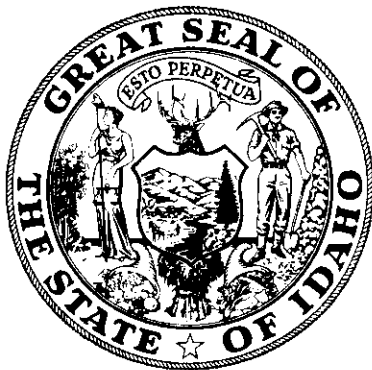
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

ORCHARD OFFICE PARK 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 April 21, 19 83.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
ORCHARD OFFICE PARK ASSOCIATION, INC.

83 APR 21 PM 3:10
SECRETARY OF
STATE

KNOW ALL MEN 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 I

NAME

The name of the corporation shall be ORCHARD OFFICE PARK ASSOCIATION, INC., hereinafter referred to as "Association " or "Corporation".

ARTICLE II

TERM

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

NON-PROFIT

This corporation shall be a non-profit, membership corporation.

ARTICLE IV

REGISTERED OFFICE - REGISTERED AGENT

The location and street address of the initial registered office of this corporation shall be 401 South Orchard, Boise, Idaho 83705, and Joseph W. Harris is hereby appointed the initial registered agent of the Association, Inc.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Joint Use Area and Joint Maintenance Area owned by Members of the Association, and the architectural control of the Property Covered by the Declaration of Covenants, Conditions and Restrictions for Rose Hill Subdivision (Phase I) and Orchard Office Subdivision, recorded in the Office of the County Recorder, Ada County, Idaho as Instrument No. 8102119 ("Declaration") and to enhance the value, desirability and

attractiveness of the Property Covered 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 the Declaration applicable to the Property 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.

(C) 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 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 pur-

poses or annex additional commercial property, provided that any such merger, consolidation or annexation shall comply with the requirements of the Declaration;

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

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject to the Declaration, shall be a Member of the Association. 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 and to and may not be separated from ownership of any Lot which is subject to the Declaration.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

A. Class A. Class A Members shall be all Owners of Lots within the Property with the exception of Rental Property Associates, an Idaho general partnership ("Rental"), and shall be entitled to one (1) vote for each Lot owned by each Member.

B. Class B. The Class B Member shall be Rental. Rental shall be entitled to four (4) votes for each Lot owned by Rental. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier: (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; provided that the Class B membership shall not be converted to Class A membership before the expiration of three (3) years from the date of the Declaration; or (ii) four (4) years from the first sale to an Owner of a Lot.

The vote for each Lot shall, if at all, be cast as a unit, and 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 in question. If any Owner casts a vote representing a certain Lot, it will thereafter be conclusively presumed for all purposes that he or they were acting with the authority and consent of all other Owners of the same Lot. The right to vote may not be severed or separated from the ownership of the Lot to which it is appurtenant, except that any Owner may

give a revocable proxy, or may assign his right to vote to a lessee or contract purchaser of the Lot concerned, for the term of the lease, deed of trust, or contract, and any sale, transfer or conveyance of such Lot to a new Owner or Owners shall operate automatically to transfer the appurtenant vote to the new Owner, subject to any assignment of the right to vote to a lessee or beneficiary as provided herein.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of three (3) directors, who need not be Members of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Joseph W. Harris	410 South Orchard Boise, Idaho 83705
Alvin S. Marsden	410 South Orchard Boise, Idaho 83705
Larry L. Simmons	410 South Orchard Boise, Idaho 83705

ARTICLE IX

ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the Declaration and for the payment and discharge of the liabilities of the Association as provided for in the Declaration and as set forth in the By-Laws of the Association.

ARTICLE X

BYLAWS

The By-Laws of this corporation may be altered, amended or new By-Laws adopted by any regular or any special meeting of the Association called for that purpose by the affirmative vote of Members representing two-thirds (2/3) of each class of membership.

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 Association and the Members for the payment of Assessments, the By-Laws may incorporate by reference the provisions of the Declaration.

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Members representing not less than two-

thirds (2/3) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed to the Members.

ARTICLE XII

AMENDMENTS

Amendment of these Articles shall require the assent of Members representing not less than seventy-five percent (75%) of each class of Members and no amendment which is inconsistent with the provisions of the Declaration shall be valid.

ARTICLE XIII

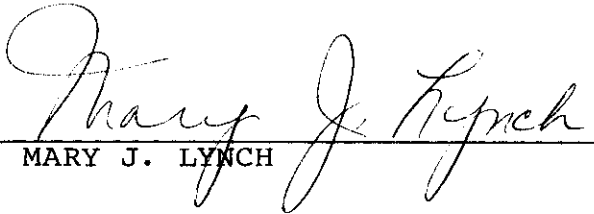
MEANING OF TERMS

All terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration, which terms include without limitation: "Articles", "Assessments", "Board", "Lot", "By-Laws", "Joint Use Area", "Joint Maintenance Area", "Property", and "Owner".

ARTICLE XVI

Mary J. Lynch whose street address is 802 West Bannock, Boise, Idaho 83702 shall be the incorporator of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 5th day of April, 1983.



MARY J. LYNCH