

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

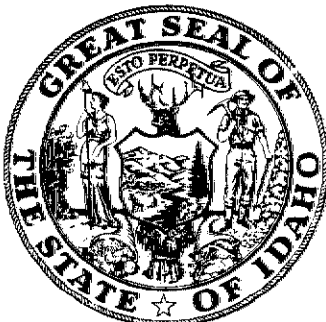
SV NEIGHBORHOOD H LOCAL ASSOCIATION, INC.

File number C 119848

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 SV NEIGHBORHOOD H LOCAL 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: June 13, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Alisa Hadley*

ARTICLES OF INCORPORATION

JUN 13 3 10 PM '97

SV NEIGHBORHOOD H LOCAL ASSOCIATION, INC.

KNOW ALL PERSONS 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 SV NEIGHBORHOOD H LOCAL ASSOCIATION, INC. (hereinafter, the "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 AGENT

The location and street address of the initial registered office of this Corporation shall be 100 N. 9th Street, Suite 300, Boise, Idaho 83702, and Derick O'Neill is hereby appointed the initial registered agent of the Corporation.

IDAHO SECRETARY OF STATE  
DATE 06/13/1997  
0900 102180 2  
CK #: 17426 CUST# 1626  
INC NONP 1@ 30.00= 30.00

ARTICLE V  
PURPOSE AND POWERS OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Corporation is formed are to provide for certain regulations of the use of the Building Lots within 1) the "Neighborhood H1" Phase (the "Neighborhood H1 Phase") located in the Surprise Valley Planned Residential Development ("Surprise Valley") as designated as such in the Fifth Supplement to the Master Declaration of Covenants, Conditions and Restrictions for Surprise Valley Planned Residential Development recorded in the official records of Ada County, Idaho as Instrument No. 97043755 (the "Fifth Supplement"); and 2) the "Neighborhood H2" Phase (the "Neighborhood H2 Phase") located in Surprise Valley as designated as such in a Supplemental Declaration (the "Neighborhood H2 Phase Supplemental Declaration"), which Building Lots are, or shall be, a portion of the Property covered by the Master Declaration of Covenants, Conditions and Restrictions for Surprise Valley Planned Residential Development recorded in the official records of Ada County, Idaho as Instrument No. 95042516 (the "Master Declaration"); and to promote the health, safety and welfare of the residents within Surprise Valley; and for this purpose to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Master Declaration, as amended from time to time as therein provided, the Fifth Supplement, as amended from time to time as therein provided, and the Neighborhood H2 Phase Supplemental Declaration, as amended from time to time as therein provided, said Master Declaration, Fifth Supplement, and Neighborhood H2 Phase Supplemental Declaration being incorporated herein as if set forth at length;

(B) Fix payment by any lawful means of all charges or Assessments pursuant to the terms of the Master Declaration, the Fifth Supplement, and the Neighborhood H2 Phase Supplemental Declaration, and all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation;

(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 Corporation under the limitations imposed by the Master Declaration, the Fifth Supplement, and the Neighborhood H2 Phase Supplemental Declaration;

(D) Borrow money, and 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 purposes, or annex additional residential property and Local Common Area, provided that any such merger, consolidation or annexation shall comply with the requirements of the Master Declaration, the Fifth Supplement, and the Neighborhood H2 Phase Supplemental Declaration; and

(F) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in the Master Declaration, the Fifth Supplement, the Neighborhood H2 Phase Supplemental Declaration and the Bylaws.

## ARTICLE VI MEMBERSHIP

Each Owner holding fee simple interest of record, and buyers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, to any Building Lot within the Neighborhood H1 Phase, or the Neighborhood H2 Phase shall be a Member of the Corporation.

Membership shall be appurtenant to and may not be separated from ownership of any Building Lot within the Neighborhood H1 Phase, or the Neighborhood H2 Phase.

## ARTICLE VII VOTING RIGHTS

The Corporation shall have two (2) classes of voting memberships:

Class A Members. Class A Members shall be the Corporation's Members, excluding the Grantor, who shall be entitled to one (1) vote for each Building Lot owned by said Members.

Class B Member. Grantor shall be the Class B Member, and shall be entitled to five (5) votes for each Building Lot owned by Grantor within the Neighborhood H1 Phase and the Neighborhood H2 Phase. The Class B Member shall cease to be a voting Member in the Corporation at the earlier of: 1) the Class B Member holds no more than twenty-five percent (25%) of the Building Lots within the Neighborhood H1 Phase and the Neighborhood H2 Phase; or 2) five (5) years from the date the first Building Lot within the Neighborhood H2 Phase is conveyed.

ARTICLE VIII  
BOARD OF DIRECTORS

JUN 13 3 10 PM '97

The affairs of this Corporation shall be managed by a Local Association Board of no less than three (3) and no more than ~~five~~ (5) directors, who, other than the initial directors specified herein, shall be Members of the Corporation. The number of directors may be changed by amendment of the Bylaws, but in no event shall the number be less than three (3). The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

|                  |   |
|------------------|---|
| Peter S. O'Neill | 100 N. 9th Street<br>Suite 300<br>Boise, ID 83702 |
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| Derick O'Neill | 100 N. 9th Street<br>Suite 300<br>Boise, ID 83702 |
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|                  |  |
|------------------|--|
| L. Edward Miller | 277 North 6th Street<br>Suite 200<br>Boise, ID 83702 |
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ARTICLE IX  
ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the Master Declaration, the Fifth Supplement, and the Neighborhood H2 Phase Supplemental Declaration, as the case may be, and as set forth in the Bylaws.

ARTICLE X  
BYLAWS

The Bylaws of this Corporation may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of more than fifty percent (50%) of the total voting power of the Corporation's Members. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Local Association Board, the officers, employees and agents of the Corporation, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Master Declaration, the Fifth Supplement and the Neighborhood H2 Phase Supplemental Declaration.

ARTICLE XI  
DISSOLUTION JUN 13 5 10 PM '97

The Corporation may be dissolved upon written approval from the City of Boise City, and, at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of no less than two-thirds (2/3) of the total voting power of the Corporation's Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the real property and other assets of the Corporation shall be: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created; or (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted by any organization exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law).

ARTICLE XII  
AMENDMENTS

Amendment of these Articles may be made at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of more than two-thirds (2/3) of the total voting power of the Corporation's Members, and, if required by the Master Declaration or, with respect to the Neighborhood H1 Phase, the Fifth Supplement, or, with respect to Neighborhood H2 Phase, the Neighborhood H2 Phase Supplemental Declaration, the consent of holders of First Mortgages on Building Lot(s) within the Neighborhood H1 Phase, and/or the Neighborhood H2 Phase, who have requested of the Corporation in writing to provide them notice of proposed action which affects their interests; provided, however, that in order to be valid, any amendment to Article XI or this Article XII, shall require the prior written consent of the City of Boise City. No amendment which is inconsistent with the provisions of the Master Declaration, the Fifth Supplement, or the Neighborhood H2 Phase Supplemental Declaration shall be valid.

ARTICLE XIII  
MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are ascribed to such terms in the Master Declaration including, without limitation, "Articles", "Assessments", "Building Lot", "Bylaws", "Common Area", "First Mortgage", "Grantor", "Local Association Board", "Local Common Area", "Member", "Owner", "Phase", "Property" and "Supplemental Declaration".

ARTICLE XIV  
INCORPORATION 3 3 10 PM '97

Steven R. Weeks, 277 North Sixth Street, Suite 200, Boise, Idaho 83702, shall be the incorporator of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13<sup>th</sup> day of June, 1997.

  
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STEVEN R. WEEKS, INCORPORATOR