

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION (NON-PROFIT)  
OF  
KENRIDGE, INC.**

2006 JUN 21 PM 3:32

SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: THAT WE, The undersigned, being each full age citizens of the United States of America, do hereby certify that we have associated ourselves together for the purpose of forming a non-profit corporation without capital stock under the laws of the State of Idaho, and hereby adopt the following ARTICLES OF INCORPORATION:

**ARTICLE I  
NAME**

The name of this non-profit corporation shall be Kenridge, Inc., hereafter referred to as the "Association".

**ARTICLE II  
DURATION**

The duration of this non-profit corporation shall be perpetual.

**ARTICLE III  
NON-PROFIT CORPORATION**

The Association is a non-profit corporation and no dividends or pecuniary profits shall be declared to the members thereof.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The location of the registered office of this corporation is **24542 Kenridge Road, Caldwell, Idaho 83607**. The registered agent for the corporation is **Matt Reed**, whose address is the same as that of the registered corporate office.

**ARTICLE V  
PURPOSE**

The objectives and purposes of this non-profit corporation shall be and are as follows:

1. To promote the recreation, health, safety, and welfare of the residents in said property.

2. To supervise, manage, distribute and control an irrigation water system for the members of this Association and to acquire, maintain, expand, improve and repair

2. To supervise, manage, distribute and control an irrigation water system for the members of this Association and to acquire, maintain, expand, improve and repair water sources and systems and conduct all business necessary or instrumental to the same.

3. To supervise, manage, control and maintain roads and common areas for the members of this Association and to acquire, maintain, expand and improve said system and conduct all business necessary or instrumental to the same.

4. To acquire, own, supervise, manage, improve, maintain control, expand and repair the common areas in Kenridge for which the Association has legal title (further described in Exhibits B), and to expand, acquire and own real estate, personal property, and any other property item or effect that may become instrumental for the purposes of which this Association is formed.

5. To make assessments and charges to members of the Association for any or all of the real estate, personal property, systems and appurtenances furnished in connection therewith, and which assessments and charges shall be disbursed by the Association only in payment for expenses in connection with the property of the Association.

6. To collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the By-laws and these Articles.

7. To perform any lawful act necessary or advisable in the furtherance of the Association and permitted by non-profit corporations.

It is expressly provided that the above and foregoing enumeration of powers, purposes and objects of the corporation shall not be exclusive nor limit or restrict the general powers of non-profit corporations as allowed by the laws of the State of Idaho.

## **ARTICLE VI MEMBERSHIP**

The membership of the Association shall consist of all property owners in the development commonly known as Kenridge Acres, being the real property described in Exhibit A hereto.

Every person or entity who is a record owner of a fee or undivided fee interest in any lot is subject to assessment by the Association; however the foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation.

Membership and voting shares in the Association shall be appurtenant to each lot above described, and no such membership or share shall be separated or severed from the land to which it is appurtenant or sold or transferred separate and apart from said land,

and the ownership of a lot described herein shall be determinative of the rights to exercise the powers of membership in the Association, within such limitations as are herein provided for, and such membership and voting rights shall pass and inure to the benefit of any person who shall become the owner of any lot described herein. Such ownership shall be the sole qualification for membership and shall automatically commence upon a person becoming such owner and shall automatically terminate and lapse when such ownership in said property shall terminate or be transferred.

Membership shall not be subject or conditioned upon approval of the Board of Directors or other members and there can be no expulsion of a member or cancellation of voting rights of such member as long as he is so qualified as a voting member.

Voting may be by proxy in writing, dated and signed by a member; provided, however, no such proxy shall be valid beyond eleven months after its execution, nor binding upon a transferee of an improved property from the person executing such proxy.

The Association shall be the body charged with the overall management, operation and supervision of the properties of the Association, and each lot owner delegates full authority to the Association for this purpose.

There shall be one class of membership in the Association.

All members shall be owners of a portion of the premises described on Exhibit A hereto. Members, even if multiple owners, are entitled to one vote only for each lot owned. A majority of votes present at a meeting shall determine the outcome of a vote. Members with outstanding assessments owed to the Association may not participate in voting until the assessments owed are paid in full.

#### **ARTICLE VII BOARD OF DIRECTORS**

All of the lot owners, in good standing with the Association, are Directors of the Association. The number, qualification, term of office, manner of election, powers and duties of such directors shall be such as may be prescribed by law, these articles and such By-laws as may from time to time be in force. The Directors shall serve until their successors shall have been elected and qualified.

Kenridge, Inc. Board of Directors

Matt Reed 24542 Kenridge Road, Caldwell, Idaho 83607

Barbara Hipp 24520 Kenridge Road, Caldwell, Idaho 83607

Kevin Rose 509 S. Middleton Road #105, Middleton, Idaho 83644

## **ARTICLE VIII OFFICERS**

The Board of Directors shall appoint a minimum of two offices: a President, Secretary and Treasurer, and as many officers and agents as they may deem necessary to conduct the business of the Association. The officers and agents, may, or may not, be members of the Association or the Board of Directors.

## **ARTICLE IX DURATION AND AMENDMENT OF ARTICLES**

These Articles of Incorporation shall run with and bind this land and shall inure to the benefit to and be enforceable by the Association or the legal owner of any lot in the Kenridge Acres, their legal representative, heirs, successors, and assigns, for a term of twenty-five years from the date these articles executed, after with time said Articles shall be automatically extended for successive periods of ten years. Amendment or dissolution of these Articles shall require the assent of Seventy-five percent of the entire membership of the owners.

## **ARTICLE X SEVERABILITY**

Invalidation of any of these Articles by judgment or court order shall in no way effect any of the other provisions, which shall remain in full force and effect.

## **ARTICLE XI ENFORCEMENT OF CONDITIONS**

The association, or any owner or the owner of any recorded mortgage upon any part of said property shall have the right to enforce, by any proceedings at law or in equity, all restrictions, conditions, reservations, liens, and charges now or hereafter imposed by the provisions of these Articles. Failure by the Association, or by any owner to enforce any restriction herein contained shall in no event be deemed a waiver of the right to do so thereafter.

## **ARTICLE XII ARTICLES OF INCORPORATION CONTROL**

In case of conflict between the Articles of Incorporation and the By-laws, the Articles of Incorporation shall control.

FROM :

FAX NO. :2085855881

Jun. 21 2006 01:07PM P1

Sent By: IDAHO SECRETARY OF STATE

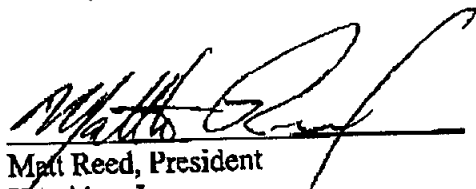
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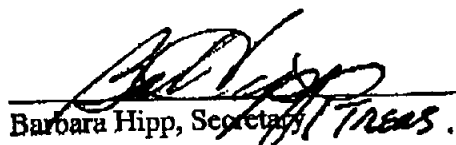
Jun-21-06 1:13PM;

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No act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any directors individually, or any firm of which such director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

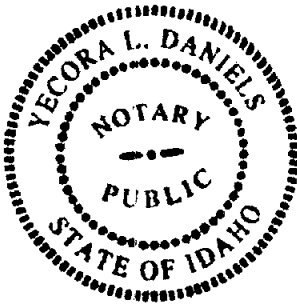
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 16  
day of June, 2006.

  
Matt Reed, President  
Kenridge, Inc.

  
Barbara Hipp, Secretary  
Kenridge, Inc.

Incorporator

  
Middleton Law Group  
509 S. Middleton Road #105  
Middleton, ID 83644



#### ACKNOWLEDGMENT

STATE OF IDAHO )

s.s.

County of Canyon )

On this 16<sup>th</sup> day of June in the year of 2006,  
before me, a notary public in and for the State of Idaho,  
personally appeared **Matt Reed**, known by me, or proved to  
me on the basis of satisfactory evidence, to be the person  
whose name is subscribed to the within instrument and  
acknowledged to me that he executed the same.

Signature:

Yecora L. Daniels

My Commission Expires:

5/19/2012

#### ACKNOWLEDGMENT

STATE OF IDAHO )

s.s.

County of Canyon )

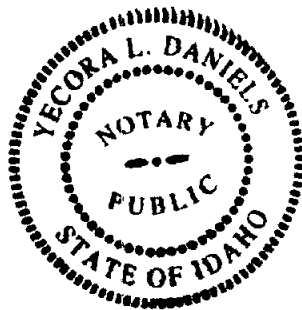
On this 16<sup>th</sup> day of June in the year of 2006,  
before me, a notary public in and for the State of Idaho,  
personally appeared **Barbara Hipp**, known by me, or proved  
to me on the basis of satisfactory evidence, to be the person  
whose name is subscribed to the within instrument and  
acknowledged to me that she executed the same.

Signature:

Yecora L. Daniels

My Commission Expires:

5/19/2012





Skinner, Earl &  
Associates, Inc.

1002 Blaine • Caldwell, ID 83601  
(208) 454-0933

Greg L. Skinner PLS  
Gerald L. Earl PLS

June 2, 1992

Exhibit "A"  
Description for  
A.W. Kendall

Total parcel

This parcel consists of portion of the NE1/4NE1/4, the SE1/4NE1/4 and the NE1/4SE1/4 of Section 35, Township 5 North, Range 3 West of the Boise Meridian and is more particularly described as follows:

BEGINNING at the northwest corner of said NE1/4NE1/4;

Thence South 89°54'05" East along the north boundary of said NE1/4NE1/4 a distance of 734.00 feet;

Thence South 2°14'47" East a distance of 1838.80 feet;

Thence South 2°54'44" East a distance of 252.68 feet;

Thence South 5°52'17" West a distance of 1283.47 feet;

Thence South 88°49'30" East a distance of 627.10 feet to a point on the east boundary of said NE1/4SE1/4;

Thence South 0°09'35" West along said east boundary a distance of 577.48 feet to the southeast corner of said NE1/4SE1/4;

Thence South 89°50'44" West along the south boundary of said NE1/4SE1/4 a distance of 1325.38 feet to the southwest corner of said NE1/4SE1/4;

Thence North 0°13'57" East along the west boundary of said NE1/4SE1/4 a distance of 1324.12 feet to the southwest corner of said SE1/4NE1/4;

Thence North 0°19'47" East along the west boundary of said SE1/4NE1/4 a distance of 1320.45 feet to the southwest corner of said NE1/4NE1/4;

Thence North 0°01'30" West along the west boundary of said NE1/4NE1/4 a distance of 1317.12 feet to the POINT OF BEGINNING.

This parcel contains 77.426 acres.

EXHIBIT

A



Pioneer Title-Caldwell, Inc.  
Surveyors & Abstractors  
2000 454011

Shirley L. Hunter P.L.S.  
David L. P. P.S.  
Rene A. Chisum P.S.

July 10, 1902

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Description for  
A.W. Kendall

50.00 foot common area

This parcel is portion of the NE1/4NE1/4, the SE1/4NE1/4 and the NE1/4SE1/4 of Section 38, Township 8 North, Range 3 West of the Boise Meridian and is more particularly described as follows:

COMMENCING at the northwest corner of said NE1/4NE1/4;

Thence South 88°54'05" East along the north boundary of said NE1/4NE1/4 a distance of 734.00 feet to the TRUE POINT OF BEGINNING;

Thence continuing South 88°54'05" East along said north boundary a distance of 50.04 feet;

Thence traversing the centerline of Hartley Quich Drain as follows:

South 2°14'47" East a distance of 1830.47 feet;

South 2°54'44" East a distance of 258.23 feet;

South 5°52'17" West a distance of 1283.30 feet;

Thence leaving said centerline and bearing North 88°48'30" West a distance of 50.17 feet;

Thence North 5°52'17" East a distance of 1283.47 feet;

Thence North 2°54'44" West a distance of 252.88 feet;

Thence North 2°14'47" West a distance of 1838.80 feet to the TRUE POINT OF BEGINNING.

EXHIBIT

B

Page 1 of 3





**Pioneer, Carl G.**  
**Associates, Inc.**  
 1000 10th St. S.W.  
 Seattle, WA 98101

Greg L. Shuman PLS  
 Kendall L. Reed PLS

**EXHIBIT "B"**  
**Description for**  
**A.W. Kendall**

June 2, 1892

Page 2 of 3

50.00 feet road common area

This parcel is portion of the NE1/4NE1/4, the SE1/4NE1/4 and the NE1/4SE1/4 of Section 35, Township 5 North, Range 3 West of the Boise Meridian and is more particularly described as follows:

BEGINNING at the northwest corner of said NE1/4NE1/4:

Thence South 80°54'06" East along the north boundary of said NE1/4NE1/4 a distance of 50.00 feet;

Thence South 0°01'30" East parallel with the west boundary of said NE1/4NE1/4 a distance of 1317.24 feet;

Thence South 0°19'47" West parallel with the west boundary of said SE1/4NE1/4 a distance of 1320.43 feet;

Thence South 0°13'57" West parallel with the west boundary of said NE1/4SE1/4 a distance of 568.25 feet;

Thence South 89°30'15" East a distance of 259.10 feet;

Thence South 87°38'34" East a distance of 419.38 feet;

Thence South 88°49'30" East a distance of 627.10 feet to a point on the east boundary of said NE1/4SE1/4;

Thence South 0°09'35" West along said east boundary a distance of 50.00 feet;

Thence North 88°49'30" West a distance of 637.35 feet;

Thence North 87°38'34" West a distance of 419.05 feet;

Thence North 89°30'15" West a distance of 249.22 feet to a point which lies on a line 50.00 feet easterly from and parallel with the west boundary of said NE1/4SE1/4;

Thence South 0°13'57" West along said parallel line a distance of 705.55 feet to a point on the south boundary of said NE1/4SE1/4;

Thence South 89°50'44" West along said south boundary a distance of 50.00 feet to the southwest corner of said NE1/4SE1/4;

Thence North 0°13'57" East along the west boundary of said NE1/4NE1/4 a distance of 1824.12 feet to the southwest corner of said SE1/4NE1/4;

Then  
 a J.  
 NE1/  
 Then  
 a H

Thence North 0°15'47" East along the west boundary of said SE1/4NE1/4  
a distance of 1320.45 feet to the southwest corner of said  
NE1/4NE1/4;

Thence North 0°01'30" West along the west boundary of said NE1/4NE1/4  
a distance of 1317.12 feet to the POINT OF BEGINNING.

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