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**ARTICLES OF INCORPORATION  
OF  
RIVERSIDE VILLAGE AT PONDS LODGE OWNERS ASSOCIATION, INC.**

SECRETARY OF STATE  
STATE OF IDAHO

(A Nonprofit Corporation)

Gary W. Campbell, the undersigned natural person over the age of twenty-one (21) years, acting as incorporator of a nonprofit corporation pursuant to the Idaho Nonprofit Corporation Act ("Act") hereby adopts the following Articles of Incorporation for such nonprofit corporation.

**ARTICLE I  
NAME**

The name of the nonprofit corporation is RIVERSIDE VILLAGE AT PONDS LODGE OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association."

**ARTICLE II  
DURATION**

The Association shall exist perpetually or until dissolved pursuant to law.

**ARTICLE III  
PURPOSES**

The Association is organized as a nonprofit corporation and shall be operated exclusively for the purpose of maintaining, operating, and governing Riverside Village at Ponds Lodge Subdivision (the "Project"), a residential project located in the County of Fremont, State of Idaho. The Project has been created prior to the filing of these Articles of Incorporation by recording an instrument entitled "Declaration of Covenants and Restrictions for Riverside Village at Ponds Lodge (the "Declaration") in the office of the Recorder of Fremont County, State of Idaho. The Declaration is hereby incorporated by reference and made apart of these Articles of Incorporation. The Association shall be operated to perform the functions and provide the services contemplated by the Declaration. Except as otherwise provided herein or as may be required by the context hereof, all terms defined in the Declaration shall have such defined meanings when used herein.

No dividend shall be paid to, and no part of the net income, if any, of the Association shall be distributed to, any of the Members, Management Committee or officers of the Association, except as otherwise provided herein, in the Declaration or under Idaho law.

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#### ARTICLE IV POWERS

Subject to the purposes declared in Article III above and any limitations herein expressed, the Association shall have and may exercise the power to do any and all things that the Association is authorized or required to do under the Declaration, as the same may from time to time be amended, including, without limiting the generality of the foregoing, the power to fix, levy and collect charges and assessments provided for in the Declaration.

#### ARTICLE V MEMBERSHIP AND STOCK

Each Owner of a Lot or unit in the Project shall be a Member of the Association. The rights and duties appertaining to membership in the Association shall be governed by the Declaration. Neither the issuance nor the holding of shares of stock will be necessary to evidence membership in the Association. Membership in the Association shall be mandatory, not optional, and shall be appurtenant to and may not be separated from the ownership of any Lot or unit which is subject to assessment by the Association. No persons or entity other than an Owner of a Lot or unit may be a Member of the Association. Membership in the Association shall begin immediately and automatically upon becoming an Owner of a Lot or unit and shall cease immediately and automatically upon ceasing to be an Owner of a Lot or unit.

#### ARTICLE VI ASSESSMENTS

Members of the Association shall be subject to assessments by the Association from time to time in accordance with the provisions of the Declaration and shall be liable to the Association for payment of such assessments. Members shall not be individually or personally liable for the debts or obligations of the Association.

#### ARTICLE VII MANAGEMENT COMMITTEE

The Management Committee shall be the controlling body of the Association and shall be the same body as the Board of Directors referred to in the Act.

The initial Management Committee of the Association shall consist of the three (3) persons whose names and addresses are as follows:

Gary W. Campbell  
6000 Wildhorse Lane  
Boise, Idaho 83712

Gary D. Babbitt  
P.O. Box 1617  
Boise, Idaho 83701

William Buckner  
4405 Wildhorse Lane  
Boise, Idaho 83712

#### ARTICLE VIII PRINCIPAL OFFICE

The initial address of the principal office of the Association is 6000 Wildhorse Lane, Boise, Idaho 83712.

#### ARTICLE IX REGISTERED OFFICE AND AGENT

The initial registered office of the Association is 6000 Wildhorse Lane, Boise, Idaho 83712, and the name of the initial registered agent at such address is Gary W. Campbell.

#### ARTICLE X INCORPORATOR

The name and address of the incorporator of the Association is as follows:

Gary W. Campbell  
6000 Wildhorse Lane  
Boise, Idaho 83712

#### ARTICLE XI BYLAWS

The Management Committee shall adopt Bylaws which are not inconsistent with law of these Articles for the regulation and management of the affairs of the Association.

ARTICLE XII  
AMENDMENTS

Except as otherwise provided by law or by the Declaration, these Articles of Incorporation may be amended only upon the affirmative vote of a majority of the members of the Management Committee, together with a majority of the voting power of the Association. These Articles may not be amended so as to provide for any matter that is inconsistent with the provisions of the Declaration and Bylaws (as the Declaration and Bylaws may from time to time be amended).

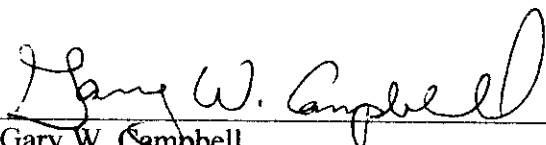
ARTICLE XIII  
DISTRIBUTION UPON DISSOLUTION

In the event of dissolution of the Association, any and all assets shall be distributed in accordance with the Act and the provisions of the Declaration.

ARTICLE XIV  
CONFLICT WITH DECLARATION

In the event of any conflict or inconsistency between the provisions of these Articles and the provisions of the Declaration and Bylaws (as the Declaration and Bylaws may from time to time be amended), the provisions of the Declaration and Bylaws shall control.

DATED THIS 23 day of June, 2005.

  
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Gary W. Campbell  
Incorporator