

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

OF

NAMPA INDUSTRIAL CORPORATION

FIFTH ADDITION PROPERTY OWNERS

ASSOCIATION, INC.

00 MAY 18 AM 10:29
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of **Title 30, Chapter III, Idaho Code**, the Idaho Nonprofit Corporation Act (the "Act"), the undersigned, acting as the incorporators of a nonprofit corporation, in order to form a nonprofit corporation for the purposes hereinafter stated, do hereby certify as follows:

ARTICLE I.

Name

The name of the corporation is: **NAMPA INDUSTRIAL CORPORATION
FIFTH ADDITION PROPERTY OWNERS ASSOCIATION, INC.**

ARTICLE II.

Duration

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

ARTICLE III.

Nonprofit

The corporation is a nonprofit corporation.

IDAHO SECRETARY OF STATE

05/18/2000 09:00
CR: 1845 CT: 3632 BH: 319161

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ARTICLE IV.

Corporate Purposes

The purposes for which this corporation is organized are:

A. To provide for the development and maintenance of common areas, such as landscaped easement areas, drainage retention areas, pressure irrigation system for landscaped areas and similar common areas, and other amenities related to an industrial park subdivision, to generally promote the attractiveness of the industrial park subdivision, and to enforce certain covenants, conditions and restrictions. To accomplish the foregoing corporate purposes, the corporation shall be responsible for the enforcement of that certain Declaration of Covenants, Conditions and Restrictions for Nampa Industrial Corporation Fifth Addition, heretofore recorded by Nampa Industrial Corporation, an Idaho corporation in the records of Canyon County, Idaho, and the same are adopted by this corporation by reference as if set forth in full herein.

B. To transact all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act and the Idaho Business Corporation Act as those provisions are not inconsistent with the provisions of the Idaho Nonprofit Corporation Act.

C. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter I of Title 30 and Chapter III of Title 30 of the Idaho Code, and any present and future amendment thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned purposes and the

carrying into effect of any and all of the aforesaid purposes. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE V.

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 1239 Lancaster Drive, Nampa, Idaho 83686, and the name of its initial registered agent at such address is Neal A. Newby.

ARTICLE VI.

Non-Stock Corporation; Dissolution

A. No stock shall be issued, no dividends shall be paid, and no part of the income of the corporation shall be distributed to its members, directors, or officers.

B. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of the assets of the corporation consistent with the purposes of the corporation to such other organization or organizations as shall at the time qualify as non-profit corporations under the laws of the State of Idaho. Any such assets not so distributed shall be distributed by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organizations as such court shall determine to be consistent with the purposes of the corporation.

ARTICLE VII.

Membership

The corporation will have two classes of voting memberships:

A. Class A. Class A members shall be the owners of lots in the recorded plat of Nampa Industrial Corporation Fifth Addition, County of Canyon, State of Idaho, and subsequent additions thereto, excepting only Nampa Industrial Corporation or its assigns, and shall be entitled to one vote for each lot so owned. When more than one persons holds an ownership interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as the owners determine, but in no event shall more than one vote be cast with respect to any lot. Membership in this corporation is appurtenant to and inseparable from the ownership of each lot.

B. Class B. The Class B member shall be Nampa Industrial Corporation or its assigns. The Class B member shall be entitled to four (4) votes for each platted subdivision lot which the Class B member owns plus an additional forty (40) votes for the remaining unplatted land owned by the Class B member. The Class B membership shall cease and be converted to Class A membership when all of the land owned by the Class B member is platted and after ninety percent (90%) of all lots have been deeded as Building Sites to other property owners.

ARTICLE VIII.

Non-Liability of Members

The members of the non-profit corporation shall not be personally liable for the

debts, liabilities, or obligations of the corporation.

ARTICLE IX.

Assessments

The Board of Directors is authorized from time to time to set assessments for the reasonable maintenance, repair and operation of the common areas and to effectuate the purposes of this corporation.

ARTICLE X.

Incorporators

The name and post office address of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Neal A. Newby	1239 Lancaster Drive Nampa, Idaho 83686
Stan C. Olson	2012 Primrose Drive Nampa, Idaho 83686.

ARTICLE XI.

Board of Directors

There shall be three (3) directors of the corporation, but the number of directors may be increased from time to time as provided by the By-Laws. The names and post office addresses of the initial directors, named by the incorporators, are as follows:

<u>Name</u>	<u>Address</u>
Stan C. Olson	2012 Primrose Drive Nampa, Idaho 83686

Neal A. Newby

1239 Lancaster Drive
Nampa, Idaho 83686

Sumner M. Johnson

444 W. Iowa Avenue
Nampa, Idaho 83686.

The initial directors shall serve until the first election of directors.

ARTICLE XII.

By-Laws

The Board of Directors, by a majority vote, shall have the power to adopt By-Laws and to repeal and amend By-Laws.


ARTICLE XIII.

Amendment of Articles of Incorporation

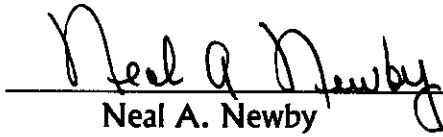
Amendments to the Articles of Incorporation shall be proposed by the Board of Directors by resolution setting forth the proposed amendment and thereafter submitting the proposed amendment to a vote at a meeting of the members having voting rights, which meeting shall either be an annual or special meeting. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner as required by Idaho law. The proposed amendment shall be adopted upon receiving at least a two-thirds (2/3) affirmative vote of all lot owners, whether present in person at such meeting, or voting by proxy.

IN WITNESS WHEREOF, the undersigned incorporators of said non-profit

corporation have hereunto set their hands this 10th day of May, 2000.



Stan C. Olson



Neal A. Newby