

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

~~HAMPTON HOMES HOME-OWNERS ASSOCIATION, INC.~~

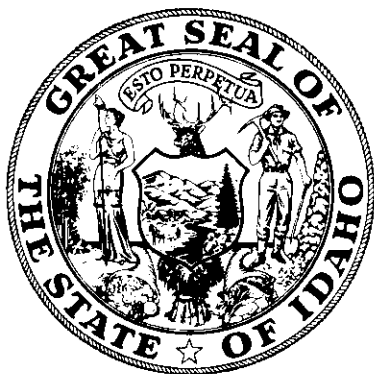
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

~~HAMPTON HOMES HOME-OWNERS 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 _____ May 2, 1984.



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley J. Clark

Corporation Clerk

ARTICLES OF INCORPORATION

OF

HAMPTON HOMES HOME-OWNERS ASSOCIATION, INC.

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The undersigned, for the purpose of forming a corporation under the Idaho Nonprofit Corporations Act, does hereby adopt the following articles of incorporation for such corporation:

SECRETARY OF
STATE

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be "Hampton Homes Home-Owners Association, Inc." The Corporation shall be referred to in this instrument as the "Association." The business address of the Association shall be located in Ada County, Idaho.

ARTICLE II

PURPOSES AND POWERS

The Association shall be a non-profit membership corporation, and the specific purposes for which it is formed are to own, maintain, manage, and preserve the Common Area within Hampton Homes Subdivision situated in Ada County, Idaho, and hereinafter referred to as the "Property;" to provide for the architectural control of the Lots and Common Area within the Property; to distribute and supply water and furnish on-site sewer service to such Lots and Common Area; to own, manage, improve, expand, repair, maintain and preserve the water and sewer systems for the Property, and to otherwise promote the health, safety, and welfare of the residents of the Property.

In furtherance of the foregoing purposes, the Association shall have power to:

(a) exercise all the powers and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Hampton Homes Subdivision, hereinafter referred to as the "Declaration," recorded or to be recorded by Lifestyle, Inc., an Idaho corporation, hereinafter referred to as "Declarant," in the Office of the Recorder of Ada County, Idaho, including, but not limited to, operating and maintaining the Common Area within the Property, fixing assessments to be levied against Lots within the Property, and enforcing any and all covenants, conditions and restrictions applicable to the Property.

(b) fix, levy, collect and enforce payment, by any lawful means, all charges and assessments authorized by the terms of the Declaration; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(c) acquire (by gift, purchase, lease or otherwise),

own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use or otherwise dispose of real or personal property in connection with the affairs of the Association; provided that the Association shall not sell any property of the Association having an aggregate fair market value in excess of five percent (5%) of the budgeted gross expenses of the Association for that fiscal year without the assent of the majority of the Members.

(d) have and to exercise any and all the common law and statutory powers of a non-profit corporation organized under the laws of the State of Idaho not in conflict with the terms of these Articles.

(e) to carry on any activity whatsoever, either as principal, agent or partner, which the Association may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of the Association in the promotion of the common benefit and enjoyment of the community of residents of the Property.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except when otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms and provisions of any other clause, but shall be regarded as independent purposes and powers. Notwithstanding any of the above statements of purpose and powers, the Association shall not engage in activities which themselves are not in furtherance of the purposes set forth in this Article II, and nothing contained in the foregoing statement of purposes shall be construed to authorize the Association to carry on any activities for the profit of its Members or to distribute any gains, profits, or dividends to any of its Members as such.

ARTICLE III

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot within the Property which is subject to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold any such interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Membership in the Association shall be evidenced by a certificate of membership issued in the form and manner provided for in the By-Laws of the Association. Ownership of the Lot shall be the sole qualification for membership, and no membership shall be conditioned upon approval of the Board of Directors or other Members.

ARTICLE IV

VOTING RIGHTS

Members of the Association, including Declarant, shall

be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine. Fractional votes shall not be allowed, and in no event shall more than one (1) vote be cast with respect to any Lot. Said vote shall be cast by the designated "Voting Owner" for that Lot as provided in the Declaration and By-Laws.

ARTICLE V

PERPETUAL EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI

DIRECTORS

1. The affairs of the Association will be managed by a Board consisting of the number of directors determined by the By-Laws but not less than three (3) directors. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

2. The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Glenn L. Farmer
6101 Pierce Park Lane
Boise, Idaho 83703

Lee O. Ruwe
3066 N. Eagle Road
Meridian, Idaho 83642

3. Declarant shall have the right to control the Association and Board of Directors as specifically provided in the By-Laws and the Declaration, SUBJECT, HOWEVER, to the provisions contained therein for termination and passage of said control to the Members of the Association other than Declarant.

ARTICLE VII

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President

Glenn L. Farmer
6101 Pierce Park Lane
Boise, Idaho 83703

Secretary-Treasurer

Lee O. Ruwe
3066 N. Eagle Road
Meridian, Idaho 83642

ARTICLE VIII

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approved such a settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX

BY-LAWS

The first By-Laws of the Association shall be adopted by the initial Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws; provided, however, that prior to the time that the Declaration is filed for public record, said initial Board of Directors shall have full power to amend, alter or rescind said By-Laws by a majority vote.

ARTICLE X

AMENDMENTS

Amendments to the Articles of Incorporation shall be composed and adopted in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the Voting Owners. Voting Owners not present in person may express their approval by proxy executed in the customary corporate manner, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, approval of the Amendment must be either by:

(a) Not less than two-thirds (2/3) of the entire membership of the Board of Directors and by not less than two-thirds (2/3) of the voting power of the Association; or

(b) If the proposed change to the Articles of Incorporation has received unanimous approval of the Board of Directors, a majority vote of the Voting Owners; or

(c) Until the first election of Directors, by all of the Directors; or

(d) Not less than seventy-five percent (75%) of the voting power of the Association.

3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of Members, nor any changes in Section 2 of Article VI without approval in writing of all Lot Owners and no amendment shall be made that is in conflict with the Declaration.

ARTICLE XI

INCORPORATOR

The name and address of the Incorporator is as follows:

Glenn L. Farmer
6101 Pierce Park Lane
Boise, Idaho 83703

ARTICLE XII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 200 North 3rd Street, Suite One, Boise, Ada County, Idaho, 83702, and the name of the initial registered agent of the Corporation at that address is Henry E. Houst Jr.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate this 1st day of May, 1984.

Glenn L. Farmer
GLENN L. FARMER

STATE OF IDAHO)
) ss.
County of Ada)

On this 1st day of May, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared GLENN L. FARMER, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Ann Hoodhouse
Notary Public for Idaho
Residing at Boise, Idaho