

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CENTURY LANDMARK CENTER LANDOWNERS' ASSOCIATION, INC.
File number C 110687

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 CENTURY LANDMARK CENTER LANDOWNERS' 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 19, 1995



Pete T. Cenarrusa
SECRETARY OF STATE
By *Alma Sibley*

ARTICLES OF INCORPORATION OF
CENTURY LANDMARK CENTER LANDOWNERS' ASSOCIATION, INC.

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ARTICLES OF INCORPORATION

OF

May 19 4:52 PM '95
SECRETARY OF STATE

CENTURY LANDMARK CENTER LANDOWNERS' ASSOCIATION, INC.

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Idaho in compliance with the provisions of title do, 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 CENTURY LANDMARK CENTER LANDOWNERS' 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 NONPROFIT

This Corporation shall be a nonprofit, membership corporation.

ARTICLE IV REGISTERED AGENT

The location and street address of the initial registered office of this Corporation shall be 1401 Shoreline Dr., Boise, Idaho 83702 and Christopher W. Clark is hereby appointed the initial registered agent of the Corporation.

ARTICLE V PURPOSE AND POWERS OF THE ASSOCIATION

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 the regulation of the use and the architectural control of the Building Sites and Common Areas located in the Century Landmark Center, as modified by any recorded amendments.

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(the "Center")¹, according to the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Century Landmark Center recorded on April 19, 1995 as Instrument number 95026170 in the official records of Ada County, Idaho, and any amendments thereto (the "Declaration"); and to promote the health, safety and welfare of the Owners and Occupants within the Center; 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 Declaration as amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (B) Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the declaration and all expenses in connection therewith;
- (C) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation under the

¹ The Center being situated in the County of Ada, State of Idaho and is more particularly described as follows:

All blocks, lots, Common Areas and easements platted as CENTURY LANDMARK CENTER SUBDIVISION according to the Official Plat thereof, filed in Book 60 of Plats at Page(s) 6030-6032, records of Ada County, Idaho, as Instrument No. 9276333, recorded November 4, 1992, Official Records.

Lots 8 and 9 in Block 2 of CENTURY LANDMARK CENTER SUBDIVISION as adjusted by Record of Survey No. 2458, recorded April 25, 1993, records of Ada County, Idaho, as Instrument No. 9331691, Official Records.

Lot 1 in Block 1, of CENTURY LANDMARK CENTER SUBDIVISION as adjusted by Record of Survey No. 2640, recorded October 20, 1993, records of Ada County, Idaho, as Instrument No. 9387383, Official Records.

CENTURY LANDMARK CENTER SUBDIVISION NO. 2, according to the Official Plat there of, filed in Book 68 of Plats at Page(s) 6925-6926, records of Ada County, Idaho, recorded November 28, 1994, as Instrument No. 94103825, Official Records.

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limitations imposed by the Declaration;

(D) 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 Bylaws and the declaration and the amendments and supplements thereto.

ARTICLE VI MEMBERSHIP

Each person or entity, including Declarant, holding fee simple interest of record to a Building site which is a part of the Property, and sellers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Building Site located in the Center.

ARTICLE VII MEMBERSHIP

The Corporation shall have the following voting memberships:

- (A) Owners Other Than Declarant. Fee simple title holders of record to Building Sites other than Declarant shall be entitled to cast one (1) vote for each Building Site owned by such Member on the day of the vote.
- (B) Declarant. The Declarant shall be entitled to five (5) votes for each Building Site of which Declarant is the fee simple title holder of record on the date of the vote. Declarant shall cease to be a voting Member in the Corporation when Declarant no longer owns any portion of the Property.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of three (3) Directors, who need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Corporation, 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, their death or their resignation are as follows:

John W. Moody

P.O. Box 2797
1401 Shoreline Drive, Boise ID 83701

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Joe D. Davis

**P.O. Box 2797
1401 Shoreline Drive, Boise ID 83701**

Christopher W. Clark

**P.O. Box 2797
1401 Shoreline Drive, Boise ID 83701**

**ARTICLES IX
ASSESSMENTS**

Each Member shall be liable for the payment of Assessments provided for in the Declaration and as set forth in the Bylaws of the Corporation.

**ARTICLE X
DISSOLUTION**

The Corporation may be dissolved at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative vote of not less than three-fourths (3/4) of all Member votes outstanding. Upon dissolution of the Corporation, no part of the real property and other assets of the Corporation shall be distributed to or inure to the benefit of any of the Directors or Officers of the Corporation, but all such real property and other assets subject to the discharge of the valid obligations 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; (ii) granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes; and/or distributed to a qualified non-profit organization which is organized for exempt purposes under Section 501(C)(3) of the Internal Revenue Code. The determination of the liquidating distribution of the real property and other assets of the Corporation as provided above, shall be determined by vote of a majority of all Member votes outstanding as part of the Member vote on dissolution.

**ARTICLE XI
AMENDMENTS**

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative vote of not less than three-fourths (3/4) of all Member votes outstanding, and, if required by the Declaration, the consent of holders of first mortgages on Building Site(s) who have requested of the Corporation in writing to provide them notice of proposed action which affects their interests. No amendment which is inconsistent with the provisions of the Declaration shall be valid.

ARTICLE XII
MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration including, without limitation, "Articles", "Assessments", "Building Site", "Bylaws", "Common Area", "Declarant", "Member", "Owner" and "Property."

ARTICLE XIII
INCORPORATOR

Christopher W. Clark, P.O. Box 2797, 1401 Shoreline Drive, Boise, Idaho 83702, shall be the incorporator of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of May, 1995.

Christopher W. Clark
Christopher W. Clark

State of Idaho)
County of Ada)
) ss.
)

I, Vicci Jo Ann Waters, a Notary Public, do hereby certify that on this 19th day of MAY, 1995 personally appeared before me, Christopher W. Clark, who, being by me first duly sworn, severally declared that he is the person who signed the foregoing instrument as Incorporator, and that the statements therein contained are true.

Vicci Jo Ann Waters
NOTARY PUBLIC

(Notary Seal)

Residing in Boise, Idaho

My Commission Expires: 9-28-95