

**CERTIFICATE OF INCORPORATION
OF**

HENSON ACRES SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

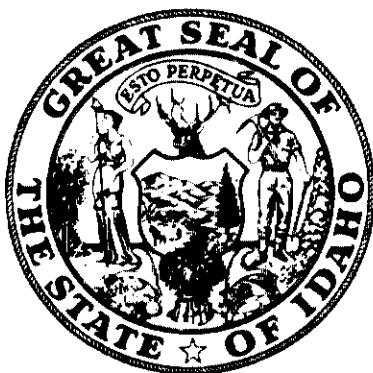
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

HENSON ACRES SUBDIVISION HOMEOWNERS 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 January 13, 19 89



SECRETARY OF STATE

Corporation Clerk

1 ROBERT L. ALDRIDGE, CHARTERED
2 Attorney at Law
3 1209 North Eighth Street
4 Boise, Idaho 83702-4297
5 Telephone: (208) 336-9880
6 Attorney for Corporation

JAN 13 3 36 PM '89
SECRETARY OF STATE

7 ARTICLES OF INCORPORATION
8
9 OF
10
11 HENSON ACRES SUBDIVISION
12 HOMEOWNERS ASSOCIATION, INC.

11 KNOW ALL MEN BY THESE PRESENTS, that I, Lawrence F. Hanlon, being of legal age and a
12 citizen of the United States, for the purpose of forming a body corporate in accordance with the
13 provisions of the Idaho Non-Profit Corporation Act, §§33-301, et seq., of the Revised Statutes of the
14 State of Idaho, do hereby make, execute, and acknowledge these Articles of Incorporation, in writing
15 as follows:

16 ARTICLE I

17 The corporate name of this Association shall be Henson Acres Subdivision Homeowners Association,
18 Inc.

19 ARTICLE II

20 This Association shall be a non-profit corporation. This organization is not organized for profit, and
21 no part of the net earnings shall inure to the benefit of any private shareholder.

22 ARTICLE III

23 The period of duration of this Association shall be perpetual.

24 ARTICLE IV

25 The purposes for which said Association is formed are:

26 (a) The following list of purposes shall be the sole and only purposes for which said Association is
27 formed, and these Articles and the following list of purposes shall comprise the limits on the activities
28 of the Association, which said Association shall not have the power, authority, or ability to operate
29 outside said purposes. Notwithstanding any other provisions of these Articles, the Association shall
30 not carry on any other activities not permitted to be carried on by an organization exempt from
31 Federal Income Tax under §501(c)(3) et seq. of the Internal Revenue Code of 1986, as amended, and
32 in particular the individual code section hereinafter referenced, if any.

1 (b) The Association is not constituted so as to attract support from persons and entities in the State
2 and community in which it operates. No substantial part of the activities of the Association shall be
3 the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association
4 shall not participate in, or intervene in, any political campaign on behalf of any candidate for public
5 office.

6 (c) The purposes for which the Association is to be formed are for purposes within the meaning of
7 §501(c)(3) et seq. of the Internal Revenue Code. To said ends, the Association may cooperate with
8 other Associations not created for propaganda purposes to advance such purposes as are within the
9 foregoing Code sections, to the extent not in conflict with said Internal Revenue Code sections and
10 attendant law or regulations, including carrying on of nonpartisan legislative activities to further the
11 above goals. The Association may do everything necessary, suitable, or proper for the accomplish-
12 ment, attainment, or furtherance of, or do every other act or thing incidental, appurtenant, growing
13 out of, or connected with, the purposes, objects, or powers set forth in these Articles, whether alone,
14 or in Association with others, and shall possess all the rights, powers, and privileges now or hereafter
15 conferred by the laws of Idaho. PROVIDED, HOWEVER, that nothing herein shall be construed as
16 authorizing the Association to possess any purpose, object, or power, or to do any act or things:

17 1. forbidden by law to a not-for-profit corporation organized under the laws of the
18 State of Idaho; or,

19 2. which, either expressly or by interpretation or by operation of law, would prevent
20 it from qualifying and continuing to qualify as a Corporation described in §§501(c)(3)
21 et seq. of the Internal Revenue Code of 1986, as amended, nor to engage directly or
22 indirectly in any activity which would cause the loss of such qualification.

23 d. The incorporator of the Association, together with such other persons as said incorporator may
24 elect, shall comprise the initial Board of Directors, which said board, by majority vote, shall
25 administer the above purposes.

26 e. The Association may do any and all things necessary and incidental in carrying out the aforesaid
27 objects, or any of them, and exercise the usual powers of corporate bodies.

28 f. The Association may sue and be sued, complain and defend in any law or equity.

29 g. The Association may have and use a corporate seal, which may be altered at pleasure.

30 h. The Association may elect such officers and appoint such agents as the business of the Associa-
31 tion shall require and allow them suitable compensation.

32 i. The Association may make by-laws not inconsistent with the Constitution or laws of the United
33 States and/or of this State, for the management of its property and the regulation and government
34 of its affairs.

35 j. The Association may wind up and dissolve itself, or be wound up and dissolved in the manner
36 provided by the statutes of this State. Upon the winding-up and dissolution of this Association, after
37 paying or adequately providing for the debts and obligations of the Association, the remaining assets
38 shall be distributed to a non-profit fund, foundation or Association which has established its tax
39 exempt status under §501(c)(3) et. seq. of the Internal Revenue Code.

40 k. This Association is organized exclusively for purposes within the meaning of §501(c) et. seq. of
41 the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Association
42 shall not carry on any other activities not permitted to be carried on by an organization exempt from
43 Federal income tax under said section of the Internal Revenue Code.

1 l. The Association may accept donations from other persons and/or entities in support of the above
2 purposes.

3 m. The primary purpose of this corporation is to administer the vacated street property described
4 in the Declarations and By-Laws of the Association for the benefit of the owners of the adjacent lots,
5 to the end that the common usage thereof shall be preserved and utilized for said lots, and that the
6 public usage thereof may be maintained and controlled for the best interests of the public and of said
7 lot owners. It is the further purpose of this corporation to insure that public bodies, such as those
8 providing sewer, water, trash, and other such services, may deal with a body having authority over
9 the vacated street property in a unified manner. It is the further purpose of this corporation to
10 provide a body for the larger issues pertaining to the Henson Acres Subdivision and to administer any
11 matters necessary to the common usage by the owners of all lots therein, to their common benefit and
12 the benefit of the general public.

13 ARTICLE V

14 At the time of formation, the affairs of the Association shall be under the control of a Board of
15 Directors; and those who shall, as Directors, manage the affairs of the Association for the first year,
16 and until their successors are duly elected and qualified, are:

17 Larry Hanlon
18 2540 Bergeson Street
19 Boise, Idaho 83706

20 Allen Renshaw
21 2460 Bergeson Street
22 Boise, Idaho 83706

23 Eddie J. Nasman
24 2580 Bergeson Street
25 Boise, Idaho 83706

26 At the first annual meeting following the expiration of the one year period for which the Directors
27 herein designated will serve, and at each annual meeting thereafter, a new Board of Directors will
28 be elected in accordance with the provisions of the By-laws of the Association and the laws of the
29 State of Idaho. The number of Directors may be modified by amendment of the By-laws of this
30 Association.

31 ARTICLE VI

32 This Association shall have no capital stock. Membership in the Association shall be evidenced by
33 as further provided in the declarations and by-laws of the Association.

34 ARTICLE VII

35 Membership in this Association shall not be transferable except upon the approval of the Board. The
36 above provision shall be recited in any certificates of membership issued.

37 ARTICLE VIII

38 These Articles may be amended as provided for by the Idaho Non-Profit Corporation Act, Idaho
39 Code §§30-301, et seq.

1 ARTICLE IX

2 The by-laws of the Association for the management of its affairs shall be adopted by the Board of
3 said Association, and said Board will be empowered to amend or repeal said by-laws in accordance
4 with the provisions thereof.

5 ARTICLE X

6 Voting shall be allowed on the basis of one vote per Lot, as described in the Declarations and By-
7 Laws, with cumulative voting not allowed.

8 ARTICLE XI

9 In the event of the liquidation or dissolution of the Association, the assets of the Association, after
10 the payment of all debts and obligations shall be donated to another non-profit organization with
11 similar objectives, operating in Idaho, or if none, operating in as close a proximity to Idaho as
12 possible, as more particularly described and limited in Article IV(j) hereof.

13 ARTICLE XII

14 The initial registered agent for this corporation is Lawrence F. Hanlon, 2540 Bergeson Street, Boise,
15 Idaho 83706.

16 IN WITNESS WHEREOF, the incorporator does hereby make, sign, and acknowledge these Articles
17 of Incorporation this January 12, 1989.

18 Lawrence F. Hanlon
19 Lawrence F. Hanlon

20 THE UNDERSIGNED HEREBY CERTIFIES THAT HE IS AN OFFICER AND DIRECTOR OF HENSON
21 ACRES SUBDIVISION HOMEOWNERS ASSOCIATION, INC., AND THAT THE ABOVE ARTICLES OF
22 INCORPORATION WERE DULY ADOPTED BY THE CORPORATION AND THE BOARD THEREOF AT
23 A MEETING THEREOF, BY UNANIMOUS CONSENT.

24 Lawrence F. Hanlon
25 Lawrence F. Hanlon