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State of Idaho

Department of State

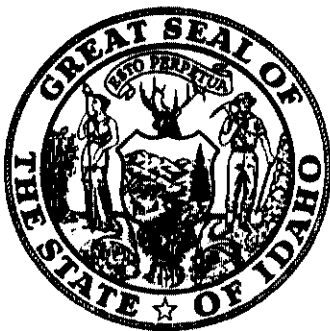
CERTIFICATE OF INCORPORATION OF

CATHEDRAL PARK TOWNHOMES, 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 CATHEDRAL PARK TOWNHOMES, 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: February 8, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

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ARTICLES OF INCORPORATION
OF

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IDAHO SECRETARY OF STATE

CATHEDRAL PARK TOWNHOMES, INC.

SECRETARY OF STATE

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The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME:

The name of the corporation shall be CATHEDRAL PARK TOWNHOMES, INC. This corporation is a nonprofit corporation.

ARTICLE 2. DURATION:

The duration of this corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS:

The purposes for which the corporation is organized are to provide an entity for the maintenance, preservation and control of the common areas within Cathedral Park Townhomes, a residential subdivision in Boise, Ada County, Idaho; to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and any other activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. Without limiting the foregoing, it is expressly provided hereby that:

- (a) The corporation shall exercise all of the powers and privileges and perform all of the duties and obligations of the corporation as set forth in the Declaration of Covenants, Conditions and Restrictions (hereinafter "Declaration") applicable to the property and recorded or to be recorded in the Office of the Ada County Recorder, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set out at length.
- (b) The corporation shall fix, levy, collect and enforce payment by any lawful means, all charges or assessments, periodic or special, authorized to be made under the Declaration.

ARTICLE 4. MEMBERSHIP:

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the corporation, including contract sellers, shall be a member of the corporation. The foregoing is not intended to include persons or entities who hold an 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 corporation.

ARTICLE 5. VOTING RIGHTS:

The corporation shall have two classes of voting membership.

CLASS A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one 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 determine, but in no event shall more than one vote be cast with respect to any lot. Fractional votes shall not be allowed. The vote applicable to any said lot being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise.

CLASS B. Class B member(s) shall be the Declarant, as defined in the Declaration, and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) On December 31, 1995.

ARTICLE 6. REGISTERED OFFICE AND AGENT:

The address of the initial registered office of this corporation is 210 Murray Street, Boise, ID 83714, and the name of its initial registered agent at such address is Richard M. Phillips.

ARTICLE 7. DIRECTORS:

The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until the first meeting of the

members and until their successors are elected and qualify, or unless they resign or are removed, are:

Richard M. Phillips	210 Murray Street Boise, Idaho 83714
J. Cornel Larson	210 Murray Street Boise, Idaho 83714
Phil Keene	210 Murray Street Boise, Idaho 83714

ARTICLE 8. INCORPORATOR:

The name and address of the incorporator are as follows:

Richard M. Phillips
210 Murray Street
Boise, Idaho 83714

ARTICLE 9. AMENDMENT OF ARTICLES AND BYLAWS:

These Articles may not be amended without at least 66-2/3% of the membership votes being cast in support of such amendment.

ARTICLE 10. DISSOLUTION:

Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes.

ARTICLE 11. LIMITATION OF LIABILITY:

A director of this corporation shall not be personally liable to this corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 30-322 or Section 30-1-48, Idaho Code, or (iv) for any transaction from which the director derived any improper personal benefit. If the Idaho Business Corporation Act or the Idaho Nonprofit Corporation Act (collectively the "Acts") are amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest

extent permitted by the Acts as so amended. Any repeal or modification of this Article 11 by the members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

EXECUTED in duplicate this 3 day of February, 1994, by the undersigned incorporator.


Richard M. Phillips