

FILED EFFECTIVE

ARTICLES OF INCORPORATION

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OF

**SECRETARY OF STATE
STATE OF IDAHO**

IDAHO CENTER RETAIL PARK OWNERS ASSOCIATION, INC.

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, 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 Idaho Center Retail Park Owners Association, Inc. (the "Corporation").

**ARTICLE II
TERM**

The period of existence and duration of the life of this Corporation shall be perpetual.

**ARTICLE III
NON-PROFIT**

This Corporation shall be a non-profit, membership corporation.

**ARTICLE IV
REGISTERED AGENT**

The location and street address of the initial registered office of this Corporation shall be 755 W. Front Street, Suite 300, Boise, Idaho 83702, and Brook Blakeslee 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 certain regulations of the use and architectural control of the Parcels located or to be located in the Idaho Center Retail Park according to the plat thereof recorded or to be recorded in the official records of Canyon County, Idaho ("Idaho Center Retail Park"), which Parcels are located in the Property covered by that certain Declaration of Covenants, Conditions and Restrictions for Idaho Center Retail Park, recorded or to be recorded in the official records of Canyon County, Idaho (the "Declaration"); 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 the same may be as amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

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(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 and all office and other expenses incident to the conduct of the business of the Corporation;

(C) Borrow money, and with the assent of two-thirds (2/3) of each class of Members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(D) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional real property, provided that any such merger, consolidation or annexation shall comply with the requirements of the Declaration; and

(E) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Non-Profit 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 holding fee simple interest of record to a Parcel that 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 Parcel located in the Idaho Center Retail Park.

ARTICLE VII VOTING RIGHTS

The Corporation shall have two classes of voting membership:

(A) Class A. The Class A Members shall be all Owners of Parcels within Idaho Center Retail Park, with the exception of Declarant, and shall be entitled to one (1) vote for each Parcel owned. When more than one Person holds an interest in any Parcel, all such Persons shall be Members, but in no event shall more than one (1) vote be cast with respect to any Parcel.

(B) Class B. The Class B Member shall be Declarant, and shall be entitled to ten (10) votes for each Parcel owned by Declarant in Idaho Center Retail Park.

The Class B Member shall cease to be a Member in the Association on the happening of either of the following events, whichever occurs earlier:

(1) When the Class B Member owns no property in Idaho Center Retail Park; or

(2) Ten (10) years after the date the Declaration is recorded in the official records of Canyon County, Idaho.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of not less three (3), and not more than seven (7), 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 are:

Kevin Spencer

63020 NE Lower Meadow Drive, #1
Bend, OR 97701

Jerry Freund

63020 NE Lower Meadow Drive, #1
Bend, OR 97701

Sam Main

63020 NE Lower Meadow Drive, #1
Bend, OR 97701

ARTICLE 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 BYLAWS

The Bylaws of this Corporation may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of a majority of each class of Members. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the Corporation, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declaration.

ARTICLE XI DISSOLUTION

The Corporation may be dissolved at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of each class of Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the real property (if any) and other assets 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; or (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes; or (iii) distributed to the Owners of Parcels to be held by them as tenants in common in proportion to the number of Parcels within the Idaho Center Retail Park. 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 the Owners of Parcels as part of the Member vote on dissolution.

ARTICLE XII 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 votes of not less than three-fourths (3/4) of each class of Members and, if required by the Declaration, the consent of holders of first mortgages on Parcel(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.

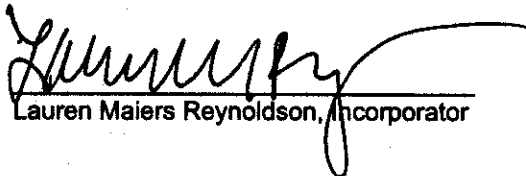
**ARTICLE XIII
MEANING OF TERMS**

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", "Association," "Board," "Bylaws," "Declarant," "Member," "Owner," "Parcel" and "Property."

**ARTICLE XIV
INCORPORATION**

Lauren Maiers Reynoldson, 251 E. Front Street, Suite 200, P. O. Box 639, Boise, Idaho 83701, shall be the incorporator of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of February, 2008.



Lauren Maiers Reynoldson, Incorporator