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ARTICLES OF INCORPORATION
FOR
DOUBLE W ESTATES HOMEOWNER'S ASSOCIATION, INC.
A Nonprofit Corporation

The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

Name

The name of the corporation is DOUBLE W ESTATES HOMEOWNER'S ASSOCIATION, INC.

ARTICLE II.

A Nonprofit Corporation

This corporation is a nonprofit corporation as defined in the Idaho Non-profit Corporation Act.

ARTICLE III.

Duration

The period of duration of this corporation is perpetual.

ARTICLE IV.

Purpose

A certain Declaration of Covenants for DOUBLE W ESTATES subdivision (the "Declaration") has imposed upon certain subdivided lands in Bingham County, Idaho, by Hansen Enterprises, Inc., an Idaho corporation. Subsequently, Hansen Enterprises, Inc.

IDaho SECRETARY OF STATE
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conveyed said land to 4H Developing L.L.C., an Idaho limited liability company (said successor is known herein as "Declarant"). The Declaration shall, among other things, establishes and designates that the lands described in said Declaration shall be known as "Double W Estates". All terms used herein which are defined in the Declaration shall have the same meaning herein as therein. This association is organized to serve as the instrumentality of lot owners in Double W Estates and additional land made subject to the Declaration by the filing of Supplemental Declarations for the purpose of controlling and regulating use of the amenities therein; of promoting, assisting, and providing adequate and proper maintenance of Double W Estates for the benefit of all owners of property therein; of providing and promoting recreational activity AND maintenance of roads within Double W Estates through the acquisition of land and facilities (whether by fee simple ownership, leasehold or other possessory use interest), and of providing for the maintenance of said land and facilities, and of performing such other services as it may deem in the best interest of its members; to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Idaho, its By-Laws, these Articles of Incorporation, and the Declaration; to acquire, hold, convey and otherwise deal with real and personal property in this corporation's capacity as a property owners' association; and to otherwise engage in such additional lawful activities for the benefit, use, convenience and enjoyment of its members as it may deem proper.

ARTICLE V.

Members and Voting Rights

The qualification of the members, the manner of their admission to membership and

termination of such membership, and voting by members shall be as follows:

1. Until such time as the Declaration shall be recorded among Public Records of Bingham County, Idaho, the membership of this corporation shall be comprised of the Subscribers of these Articles, or their assigns, each of which Subscribers, or his assigns, shall be entitled to cast one (1) vote on all matters in which the membership shall be entitled to vote.

2. After the recording of the Declaration, the owners (including Declarant) of each Lot in Double W Estates (or subdivided Lot), including any additional lots or property made subject to said Declaration by the filing of a Supplemental Declaration, shall become members of the Association, subject to the approval requirements more fully detailed in the Declaration, upon acquisition of a fee simple title (or in the case of the Declarant, upon the filing of the Declaration) to any Lot subjected to the Declaration, by the filing of record therefor a deed in the office of the Recorder for Bingham County, Idaho, evidencing such ownership. Said Declarant, or Hansen Enterprises, Inc. may designate other subdivisions which would adjoin Double W Estates and designate that said property, or lots subdivided therefrom, as subject to these Articles, and that the owners of such property (or subdivided lots) shall become members of this corporation and members subject to the Articles and Bylaws of this corporation and entitled to membership herein.

It shall not be mandatory that the Declarant impose upon such additional property identical covenants to those governing Double W Estates, but Declarant reserves the right to designate that land, and its owners (including owners of subdivided lots) as subject to the governing documents of this corporation and the owners of such additional land as members

hereof. Upon such designation, said additional land shall become subject to all terms of membership in this corporation and owners shall be entitled to all benefits thereof.

Specifically, the Declarant reserves the right, with respect to such additional property, to set up a separate architectural control committee or entity to govern the types, designs and placement of residences on lots in such additional property and this homeowner's association shall not have control of that function, although those lots and lot owners may be members of this corporation.

The terms here are not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Upon the recording of the Declaration, the Subscribers who are members of the corporation by virtue of Paragraph 1 of this Article, shall no longer be members by virtue of Paragraph 1.

3. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his fee simple interest in the Lot (or Subdivided Lot) upon which membership is based or his interest is transferred and/or conveyed by operation of law, at which time the membership (with respect to the Lot or subdivided lot conveyed) shall be conferred upon the transferee, subject to the approval requirements more fully detailed in the Declaration. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the Declaration.

4. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Lot. The properties, funds and assets of the corporation shall be held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the By-Laws

which shall be adopted.

5. No shares, membership certificates or other indicia of membership or ownership shall be issued.

ARTICLE VI.

Voting

Each Member of the Association shall be entitled to one (1) vote for each Lot or Subdivided Lot in which he holds the interest required for membership. When more than one person holds such interest in any Lot, all such persons shall be members, and the vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such Lot or Subdivided Lot.

ARTICLE VII.

Assessments

All assessments against members of the corporation shall be assessed as set forth in the Declaration. Members shall pay the assessments when due without any deduction on account of any other claim which the owner may claim to have against the corporation. The amount of any assessment, together with the cost of collection of such assessment and interest as allowed by law shall be secured by a lien upon the lot assessed after the time of assessment by the Board of Directors. The Board of Directors may file in the Bingham County Recorder's Office a notice of assessment or notice of lien stating the amount of such assessments, a description of a lot against which it has been assessed and the name of the recorded owner thereof. When so filed, such assessment shall become a lien upon the lot to which the membership rights are appurtenant and may be foreclosed in like manner as a

mortgage on the real property, except that such lien shall be subject and subordinate to and shall not affect the rights of the holder of the indebtedness secured by any recorded first mortgage held by an Institutional Mortgagee and any purchase money mortgage created by the original purchaser of each lot from the Declarant made in good faith and for value. No amendment of the Articles of Incorporation may affect the rights of the holder of any such mortgage recorded prior to the effectuation of any such amendment.

ARTICLE VIII.

Initial Registered Office and Agent

The initial registered office and agent of the corporation is:

Dean Hansen
520 W. 15th St.
Idaho Falls, Idaho 83402

ARTICLE IX.

Board of Directors

The affairs of the Association shall be managed by a Board of Directors (hereinafter sometimes referred to as the "Board"). Until such time as the Declarant records the Declaration, the Board shall consist of three (3) persons, and the Declarant shall have the right to appoint all members of the Board. No Directors appointed by the Declarant need be Members of the Association. At the annual meeting next succeeding the date upon which the Declarant records the Declaration, Declarant and the membership of the Association shall elect the directors as provided in the By-Laws and the Declaration. However, in no event shall the Board consist of fewer than three (3) Members as required by Idaho law.

Succeeding Boards of Directors and succeeding Directors shall be elected by Members in the manner and in accordance with the method provided for in the By-Laws of the Association, as the same shall be constituted from time to time and also in accordance with the Declaration.

The names and post office addresses of the persons who will serve as Directors until Declarant appoints other Directors or until the first annual election meeting of members or until their successors are appointed or elected and qualify are as follows:

Dean Hansen - 520 W. 15th Street, Idaho Falls, Idaho 83402

Sherron Hansen - 1772 N. Woodruff Ave, Idaho Falls, Idaho 83401

Margene Hansen - 1772 N. Woodruff Ave., Idaho Falls, Idaho 83401

ARTICLE X.

Dissolution of the Association

Upon dissolution of the Association, other than incident to a consolidation or merger, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. There shall be dedicated to any applicable municipal or other governmental authority any property determined by the Board of Directors of the Association to be appropriate for such dedication, provided the authority is willing to accept the dedication.

2. Remaining assets shall be distributed among the Members, subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with its voting rights.

The Association may be dissolved in accordance with Idaho law.

XI.

By-Laws

The original By-Laws of this Association shall be adopted by the Board of Directors of the Association, and thereafter the By-Laws may be amended, altered or rescinded by a resolution adopted by a majority of the Board of Directors at any duly called meeting of the Board, and thereafter submitted to the members at any duly convened meeting of the members and approved by a two-thirds (2/3rds) vote of the members present or by proxy, provided there is a quorum, and further provided that the notice of such meeting of members specifying the proposed change is given in the notice of meeting. Notice may be waived by any member. Any member of the corporation may propose an amendment to the Board, and the Board shall act upon such proposal at its next meeting. Notwithstanding the foregoing, so long as Declarant is the owner of any property affected by the Declaration or amendments thereto or a Supplemental Declaration or is entitled to appoint a majority of the Board of Directors of the Association, no amendment to the By-Laws will be effective without Declarant's express written joinder and consent.

XII.

Prohibition Against Issuance of Stock and Distribution of Income

This corporation shall never have or issue any shares of stock, nor shall this corporation distribute any part of its income, if any, to its members, directors or officers. Nothing herein, however, shall be construed to prohibit the payment by the corporation of

compensation in a reasonable amount to the members, directors or officers for services rendered; nor shall anything herein be construed to prohibit the corporation from making any payments or distributions to members of benefits, monies or properties permitted by Idaho law.

XIII.

Indemnification of Officers and Directors

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with 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 at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of wilful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of directors who were not parties to such proceedings. 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.

XIV.

Transactions in Which Directors or

Officers Are Interested

1. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other Corporation, partnership, association, trust or other organization in which one or more of its Directors or Officers are Directors, Officers or Partners, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because the officer's or director's votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that the director or officer may be interested in any such contract or transaction.

2. Interested officers and directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XV.

Incorporators

The names and addresses of the Incorporators are as follows:

Dean Hansen - 520 W. 15th Street, Idaho Falls, Idaho 83402

Sherron Hansen - 1772 N. Woodruff Ave, Idaho Falls, Idaho 83401.

Margene Hansen - 1772 N. Woodruff Ave., Idaho Falls, Idaho 83401

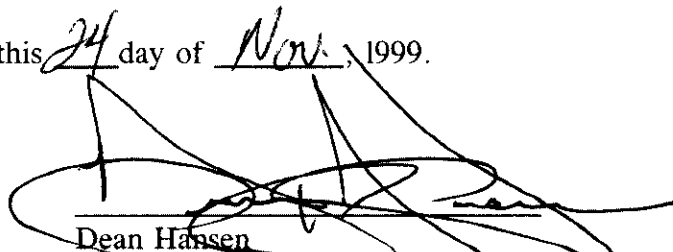
ARTICLE XVI.


Amendment


These Articles of Incorporation may be amended from time to time by resolution

adopted by a majority of the Board of Directors and approved by a vote of two-thirds (2/3rds) of the Members of this Association present at any meeting of the Members of the Association called at least in part to consider such amendment, or approved in writing by the Members of this Association having not less than two-thirds (2/3rds) of the total membership vote; provided, however, that so long as Declarant is the owner of any Lot or any property affected by the Declaration or any amendment thereto or Supplemental Declaration or is entitled to appoint a majority of the Board of Directors of the Association, no amendment to these Articles of Incorporation will be effective without Declarant's express written joinder and consent.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Bingham County, Idaho, this 24 day of Nov, 1999.


Dean Hansen


Sherron Hansen


Margene Hansen