

# State of Idaho

## Department of State

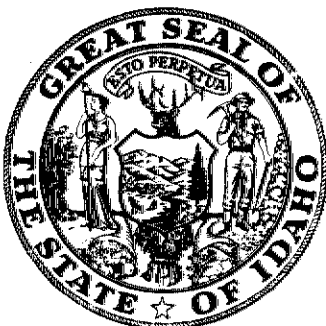
### CERTIFICATE OF INCORPORATION OF

GOLDCREST COMMUNITIES HOMEOWNERS ASSOCIATION, INC.  
File number C 117623

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 GOLDCREST COMMUNITIES 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: December 30, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Alisa Hattley*

00 00 30 00 = 00 00 30 00 10  
NONPROFIT INCORPORATION  
CLERK # 5645 CLERK # 11689  
DATE 12/31/1996 0900 50384  
IDAHO SECRETARY OF STATE

ARTICLES OF INCORPORATION

DEC 30 4 09 PM '96

SECRETARY OF STATE  
STATE OF IDAHO

OF

**GOLDCREST COMMUNITIES HOMEOWNERS ASSOCIATION, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

**ARTICLE I. NAME.**

The name of the Corporation is Goldcrest Communities Homeowners Association, Inc.

**ARTICLE II. NONPROFIT STATUS.**

The Corporation is a nonprofit corporation.

**ARTICLE III. PERIOD OF DURATION.**

The period of duration of the Corporation is perpetual.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.**

The address of the initial registered office is 5257 Fairview Avenue, Suite 120, Boise, Idaho, 83706, and the name of the initial registered agent at this address is Steve Schmidt.

**ARTICLE V. PURPOSE.**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To acquire, construct, manage, maintain and care for certain common areas held for the benefit of the owners of residences located in the Goldcrest Communities development located in Nampa, Canyon County, Idaho.

B. To develop, maintain and enforce covenants and restrictions relating to the architecture and appearance of the residences located in the Goldcrest Communities development located in Nampa, Canyon County, Idaho.

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to collect membership dues, property, whether real or personal, and any other act to facilitate the purposes stated above. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### **ARTICLE VI. LIMITATIONS.**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation making an election under Section 528 of the Internal Revenue Code of 1986, as amended from time to time.

#### **ARTICLE VII. MEMBERS**

The Corporation shall be a membership organization.

#### **ARTICLE VIII. BOARD OF DIRECTORS.**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than nine (9) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Steve Schmidt	5257 Fairview Avenue Suite 120 Boise, Idaho, 83706

James Schmidt

5257 Fairview Avenue  
Suite 120  
Boise, Idaho, 83706

William F. Webster

5257 Fairview Avenue  
Suite 120  
Boise, Idaho, 83706

**ARTICLE IX. DISTRIBUTION ON DISSOLUTION.**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to its Members.

**ARTICLE X. INCORPORATOR.**

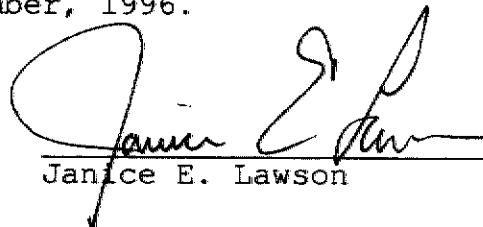
The name and street address of the incorporator is:

Janice E. Lawson  
McAnaney & Associates  
1087 West River Street, Suite 100  
Boise, Idaho 83702

**ARTICLE XI. BYLAWS.**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 30th day of December, 1996.

  
\_\_\_\_\_  
Janice E. Lawson