



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

EL PE'LAR HOMEOWNERS ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **29th** day of **May** A. D. One Thousand Nine Hundred **Seventy-nine** and ~~is~~^{will be} duly recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **29th** day of **May** A.D., 19 **79**.

Secretary of State.

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ARTICLES OF INCORPORATION

OF

STATE

EL PE'LAR HOMEOWNERS ASSOCIATION, INC.

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, in order to form a nonprofit corporation pursuant to the provisions of Chapter 10, Title 30, Idaho Code, and the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the Corporation is EL PE'LAR HOMEOWNERS ASSOCIATION, INC.

SECOND

The Corporation is to have perpetual existence.

THIRD

This Corporation is not formed for pecuniary profit, and no part of the revenue or income of the Corporation shall inure to the benefit of any member thereof to any individual or be applied or used for any purpose other than to further the objects and purposes of the Corporation, which are as follows:

(a) To encourage and aid in appropriate and attractive development and maintenance of the private property, public streets, sidewalks and rights of way which are located within EL PE'LAR ESTATES NO. 1, as recorded in Book 39 of Plats at pages 3284 and 3285, as Instrument No. 7640950, records of Ada County, Idaho (which platted property is hereinafter referred to as "El Pe'lar No. 1"), as the same may have been and may be amended from time to time;

(b) To encourage and aid in appropriate and attractive development and maintenance of the private property, public streets, sidewalks and rights of way which are located within EL PE'LAR ESTATES NO. 2, as described in the preliminary

plat approved by the Board of Commissioners of Ada County, Idaho, on April 19, 1978 (which platted property is hereinafter referred to as "El Pe'lar No. 2"), as the same may have been and may be amended from time to time;

(c) To promote and aid in the mutual and common interests of those persons who own private homes from time to time within El Pe'lar No. 1 and El Pe'lar No. 2;

(d) To promote and aid in the safety of children of families who live from time to time within El Pe'lar No. 1 and El Pe'lar No. 2;

(e) To encourage and aid in utilization and maintenance of property surrounding El Pe'lar No. 1 and El Pe'lar No. 2 in a manner which is in harmony with the quiet enjoyment, purposes and character of the residential properties within El Pe'lar No. 1 and El Pe'lar No. 2;

(f) To promote, encourage, supply and aid in community services for the benefit of homeowners who from time to time live with El Pe'lar No. 1 and El Pe'lar No. 2;

(g) To encourage, require, enforce and aid in performance of restrictive covenants applicable to El Pe'lar No. 1 and El Pe'lar No. 2;

(h) To aid in and encourage the formulation of public and governmental policies which are favorable to the common and mutual objectives of the homeowners who from time to time live within El Pe'lar No. 1 and El Pe'lar No. 2;

(i) To provide, encourage and aid in the development and continuation of a forum for the expression of views of homeowners who from time to time live within El Pe'lar No. 1 and El Pe'lar No. 2, and to provide methods of pursuing and accomplishing their mutual and common objectives;

(j) To amend, adopt and repeal restrictive covenants applicable to property located within El Pe'lar No. 1 and El Pe'lar No. 2, to the extent permitted by said restrictive covenants;

(k) To buy, sell, acquire, hold, own, dispose of,

convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares, and merchandise of every kind, nature and description;

(l) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, without limit as to amount;

(m) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(n) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(o) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this Corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(p) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(q) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association, or corporation;

(r) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho, as contained in said Chapter 10, Title 30, Idaho Code, or under any act amendatory thereof or supplemental thereto or substituted therefor;

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power or to do any act which a corporation formed under Chapter 10, Title 30, Idaho Code, or any amendment thereof, or supplement thereto, or substitute therefor may not at the time lawfully carry on or do. It is the intention that purposes, objects and powers specified in each of the Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other clause or paragraph of these Articles of Incorporation.

FOURTH

The Corporation shall have members. Except as hereinafter set forth the rights and interests of all members of this Corporation shall be equal, and no member shall acquire or have a greater interest therein than any other member. This Corporation shall not issue any capital stock but shall issue a membership certificate to each member of the Corporation, which certificate cannot be assigned so that transferee can, by such transfer, become a member of the Corporation, ex-

cept by meeting the qualifications of membership and being admitted to membership as hereinafter set forth.

FIFTH

The membership of this Corporation shall consist of two classes of members. There shall be one voting class of members and one non-voting class of members, and the non-voting class shall be referred to as the associate membership class.

(a) Voting Membership. Voting membership in this Corporation shall be available to any person who pays the membership dues required by the By-laws of this Corporation and is the beneficial owner of a residence (whether self-standing single-family, duplex, condominium, or town house) completed or under construction within El Pe'lar No. 1 or El Pe'lar No. 2.

(b) Associate Membership. Non-voting, associate membership in this Corporation shall be available to any person who pays the dues required by the By-laws of this Corporation and satisfies any one of the following requirements:

(1) The person is the beneficial owner of privately owned real property in El Pe'lar No. 1 or El Pe'lar No. 2 on which there is no residence, either completed or under construction; or

(2) The person is a general contractor involved in residential construction who has construction underway on a residence in El Pe'lar No. 1 or El Pe'lar No. 2, or who has had such construction underway at any time within the present or immediately preceding calendar year, or is such a general contractor involved in residence construction who has approval by Ada County to undertake construction of a residence in El Pe'lar No. 1 or El Pe'lar No. 2; or

(3) The person is the developer of El Pe'lar No. 1 or El Pe'lar No. 2, but this right for the developer to be an associate, non-voting member shall cease at the end of any period of three successive calendar years in which no construction has begun on a new residence within El Pe'lar No. 1 or El Pe'lar No. 2; or

(4) The person rents or leases a residence within El Pe'lar No. 1 or El Pe'lar No. 2 and resides in that residence.

(c) Limitations. Notwithstanding the foregoing, however, the following limitations shall apply to the membership classes:

(1) No person shall be entitled to more than one membership in this Corporation; and

(2) There shall be only one membership per residence (If there are two beneficial owners entitled to the membership, for example, such as husband and wife, both of them shall be considered to be the member and either of them may exercise the membership rights from time to time.); and

(3) If any person simultaneously meets the requirements for a voting membership and an associate membership, only the voting membership shall be available to that person during the period of time that the person meets the requirements for both classes of membership.

(d) Duration of Membership. Members of the Corporation may withdraw from membership in such manner and under

such conditions as the By-laws may provide. No member of the Corporation may be expelled from membership or suspended from membership, except as set forth in the By-laws of the Corporation. The period of time for which a person's membership in any of the membership classes shall continue shall be as may be determined pursuant to the By-laws of this Corporation.

SIXTH

The number of directors of the Corporation shall be as specified in the By-laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-laws, provided that the number of directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the members and until their successors are elected and qualified, or for such other term as may be specified in the By-laws. No person may be a director of the Corporation or continue to be such a director unless he is a voting member of the Corporation and unless he satisfies such additional requirements for membership in the Board of Directors as may be set forth from time to time in the By-laws of the Corporation.

SEVENTH

(a) Non-liability of Members. The private property of the members of the Corporation shall not be subject to the payment of corporate debts to any extent whatever.

(b) Disposition of Assets. A voluntary sale, lease or exchange of all of the property and assets of the Corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the Corporation.

(c) Conflict of Interest. No contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are

trustees or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or she is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the Corporation who is also a director, trustee or officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such a director, trustee or officer of such other Corporation or not so interested. It is provided, however, that any such director of this Corporation who is pecuniarily or otherwise interested in any such contract or transaction of this Corporation shall not vote on the question of this Corporation's approval of or participation in that contract or transaction.

(d) By-laws. The By-laws may be amended as the law of the State of Idaho and the By-laws of this Corporation may provide.

EIGHTH

The location and post office address of the registered office of the Corporation are as follows:

c/o Stanley D. Crow
711 1/2 West Bannock Street
P. O. Box 972
Boise, Idaho 83701

NINTH

The number of directors constituting the initial Board of Directors is seven, and the names and addresses, including street and number, of the persons who are to serve as initial directors are set forth below, and the following named persons shall serve in said capacity until the times designated by their names below and until their successors shall be elected and shall have qualified:

<u>Name</u>	<u>Address</u>	<u>Term</u>
Clarence R. Schlagel	1060 El Pe'lar Drive Boise, Idaho 83702	1 year
Cutler Witsell	1025 El Pe'lar Drive Boise, Idaho 83702	1 year
M. Kent Knudson	3700 Sanada Way Boise, Idaho 83702	1 year
Kenneth Putzier	3633 LaMesita Way Boise, Idaho 83702	1 year
Donna Hundt	3545 LaFontana Way Boise, Idaho 83702	1 year
Stanley D. Crow	3776 LaFontana Way Boise, Idaho 83702	1 year
Lance E. Bailey	3580 Sanada Way Boise, Idaho 83702	1 year

Directors elected for terms after those for the initial directors set forth above shall be elected for terms of two (2) years, except to the extent the By-laws may otherwise provide. When the position of a director or officer becomes vacant, the remaining directors may fill the vacancy for the unexpired term.

TENTH

The name and address, including street and number, of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
<u>Cutler Witsell</u>	<u>1025 El Pe'lar Drive</u> <u>Boise, Idaho 83702</u>
<u>Lance E. Bailey</u>	<u>3580 Sanada Way</u> <u>Boise, Idaho 83702</u>
<u>M. Kent Knudson</u>	<u>3700 Sanada Way</u> <u>Boise, Idaho 83702</u>

ELEVENTH

Upon the approval of the membership in the manner set forth in the By-laws, the members (voting and associate) of this Corporation may be required to pay assessments from time to time to enable the Corporation to carry out its activities, and payment of any such assessment may be made a condition of continuation or renewal of membership in this Corporation. The terms and conditions of any such assessment shall be identical as among all voting members and as among all associate members, but the terms and conditions of the assessment need not be the same as between voting members and associate members. As set forth in the By-laws, each assessment shall be secured by a continuing lien upon the property against which the assessment is made, to the extent permitted by the restrictive covenants.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of April, 1979.

Laurel E. Bailey
Cutler Witsell
M. Kent Knudson

STATE OF IDAHO)
) ss.
County of Ada)

I, Stanley D. Crow, a Notary Public, hereby certify that on the 30th day of April, 1979, personally appeared before me Cutler Witsell, Laurel E. Bailey, and M. Kent Knudson, who signed the foregoing document as incorporators, and that the statements therein contained are true.

Stanley D. Crow
Notary Public for the State of Idaho
Residing at Boise, Idaho
My commission expires 1-22-80

(SEAL)