

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BEECHWOOD SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

File number C 118331

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 BEECHWOOD SUBDIVISION 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: February 19, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Julie I. Clark*

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 IDAHO SECRETARY OF STATE

ARTICLES OF INCORPORATION OF

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BEECHWOOD SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

SECRETARY OF STATE
 STATE OF IDAHO

In compliance with the requirements of Title 30 of Section 30-117A of the Idaho Code, and any supplements thereto and acts amendatory thereof, the undersigned, all of whom are residents of the State of Idaho, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and to hereby certify:

ARTICLE I

The name of the corporation is Beechwood Subdivision Homeowners Association, Inc., hereinafter called the "Association".

ARTICLE II

The principal office of the corporation is located at 310 - 3rd Avenue South, Nampa, Idaho.

ARTICLE III

Richard T. Scott, whose address is 310 - 3rd Ave. So., P.O. Box 190210, Boise, Idaho 83719 is hereby appointed the initial registered agent of the corporation.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are:

(A) To provide for architectural control of the residential lots and maintenance and preservation of the common areas within that certain tract of property described as:

See Exhibit "A" attached hereto and by this reference made a part hereof.

(B) To acquire and own real estate and personal property including sewer system, water rights, water lines, mains, easements, pumps, pumping fixtures and equipment, water licenses and permits, franchises, common area lots and any other property, item or effect that may become instrumental for the purposes for which the corporation is organized. This shall also include payment of property taxes, assessments, L.I.D.'s and any other such levies derived from the ownership of the common areas within the property described in Article IV, Section A.

(C) To oversee and maintain the common areas landscaping lots, including grass, shrubbery, landmark signage, specialty lighting, pressurized irrigation to the extent that these areas remain aesthetically pleasing and enure the benefit of the neighborhood.

(D) To promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

1) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the County Recorder, Canyon County, Idaho and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

2) Fix, levy and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

3) Acquire (by gift, purchase or otherwise) hold, own, improve, building upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or other dispose of real or personal property in connection with the affairs of the Association.

4) 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;

5) Dedicate, sell or transfer all or any part of the common area to any private corporation, public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

6) Participate in mergers and consolidations with other nonprofit corporations, organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class member;

7) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE V

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who do 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 Association. This corporation being a nonprofit corporation shall have no capital stock and no dividends or pecuniary profits shall be declared to the members thereto.

ARTICLE VI

Voting Rights

The Association 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 among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

CLASS B. Class B members 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 earlier:

- (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, 1998.

ARTICLE VII

Board of Directors

Pursuant to Article IV, Section 1, of the By-Laws of Beechwood Subdivision Homeowner's Association, Inc., and until such time as Eighty Percent (80%) of the lots have been sold, the Declarant shall act in lieu of a Board of Directors, managing the affairs of this Association. After such time the affairs of this Association shall be managed by a Board of three (3) directors, who must be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association.

Election of directors shall be per the By-Laws of the Association.

ARTICLE III

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association other than incident to a merger consolidation after paying all debts and obligations of the corporation, any remaining asset of the Association shall be dedicated and distributed to a non-profit fund, foundation or corporation or to an appropriate public agency which has been authorized and operated exclusively for non-profit purposes and which has established its taxes and status under Section 501(c) (3) of the Internal Revenue Code. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

Duration

The corporation shall exist perpetually.

ARTICLE X

Amendments

Amendment of these Articles shall require the assent of fifty-five percent (55%) of the entire membership.

Robert L. Scott

Carla E. Barber
Notary Public for State of Idaho
Residing at Boise
Commission Expires: 2-16-2000

EXHIBIT "A"

OWNERS CERTIFICATE

WE, CUATRO DEVELOPMENT CORPORATION, an Idaho Corporation, being first duly sworn depose and say we are the owners of BEECHWOOD, more particularly described in the legal description below, state that it is our intention to include said property in this subdivision plat, and that we do for ourselves, our heirs, transferees, successors and assigns, do hereby dedicate, donate and convey to the public forever the streets shown on this plat. The easements shown on this plat are intended only for the right and purpose set forth and no structure other than those for utility, drainage or irrigation purpose is to be erected with limits of the easements. This subdivision will be provided domestic water by the City of Caldwell Water Department.

BEECHWOOD is situated in a part of the SE 1/4 NW 1/4 Section 35, Township 4 North, Range 3 West, Boise Meridian, Caldwell, Canyon County, Idaho and is described as follows:

COMMENCING at the NE corner of the NW 1/4 SE 1/4 NW 1/4 (C-E-NW 1/64 corner) said corner monumented with a 5/8 inch diameter iron pin;

thence S. 0° 06' 22" E., a distance of 453.62 feet along the easterly boundary of said NW 1/4 SE 1/4 NW 1/4 to the INITIAL POINT, said point monumented with a 2 inch diameter by 36 inch long aluminum pipe with a 2 1/2 inch diameter aluminum cap attached;

thence continuing S.. 0° 06' 22" E., a distance of 207.00 feet along the easterly boundary of said NW 1/4 SE 1/4 NW 1/4 to the SE corner of said NW 1/4 SE 1/4 NW 1/4, said corner monumented with a 5/8 inch diameter iron pin;

thence S. 0° 05' 30" E., a distance of 330.26 feet along the easterly boundary of the SW 1/4 SE 1/4 NW 1/4 to a 5/8 inch diameter iron pin;

thence S. 89° 11' 54" W., a distance of 661.35 feet to a point on the westerly boundary of said SW 1/4 SE 1/4 NW 1/4, said point monumented with a 5/8 inch diameter iron pin;

thence N. 0° 01' 19" W., a distance of 327.88 feet along the westerly boundary of said SW 1/4 NE 1/4 NW 1/4 to the NW corner of said SW 1/4 SE 1/4 NW 1/4, said corner monumented with a 3 inch diameter brass disk;

thence N. 0° 07' 17" W., a distance of 64.00 feet along the westerly boundary of said NW 1/4 SE 1/4 NW 1/4 to a 5/8 inch diameter iron pin;

thence N. 88° 59' 32" E., a distance of 150.00 feet to a 5/8 inch diameter iron pin;

thence N. 0° 07' 17" W., a distance of 143.00 feet parallel with the westerly boundary of said NW 1/4 SE 1/4 NW 1/4 to a 5/8 inch diameter iron pin;

thence N. 88° 59' 32" E., a distance of 511.04 feet to the INITIAL POINT of this subdivision.