



CERTIFICATE OF INCORPORATION
OF

THE TOWNHOUSES AT PLANTATION SUB-ASSOCIATION, INC.

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 _____

THE TOWNHOUSES AT PLANTATION SUB-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 November 12, _____, 19 80



SECRETARY OF STATE

Corporation Clerk

RECEIVED

THE TOWNHOUSES AT PLANTATION SUB-ASSOCIATION, INC.
 '88 NOV 12 PM 3 33
 ARTICLES OF INCORPORATION

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 STATE

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ARTICLES OF INCORPORATION
OF
THE TOWNHOUSES AT PLANTATION SUB-ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a non-profit corporation pursuant to Chapter 3, Title 30, Idaho Code, and all the Acts amendatory thereof and supplemental thereto, the authority granted by Master Declaration of The Plantation, recorded February 24, 1978 as Instrument No. 7809725, records of Ada County, Idaho, as amended, and that Supplemental Declaration of Covenants, Conditions, Restrictions and Easements for The Townhouses at Plantation, recorded October 11, 1979 as Instrument No. 7955964, records of Ada County, Idaho, do hereby adopt the following Articles of Incorporation and certify as follows:

Article 1. Name. The name of the Corporation is The Townhouse at Plantation Sub-Association, Inc.

Article 2. Definitions. For purposes of these Articles, the following words and terms shall be accorded definitions as follows:

AECC: The Architectural and Environmental Control Committee of the Master Association.

AECC Rules and Standards: The Rules and Standards promulgated by the AECC as described in the Master Declaration.

Articles: Articles of Incorporation of the Master Association which have been filed in the office of the Secretary of State of the State of Idaho.

Board: The Board of Directors and Managers of the Master Association.

Bylaws: The Bylaws of the Master Association which have been or shall be adopted by the Board.

Declarant: WATCO, Inc., an Idaho corporation.

Master Association: That non-profit corporation, or any successor thereof, formed for the purpose of

administering the Master Declaration and assuming the duties and obligations set forth therein.

Master Declaration. That Master Declaration of Covenants, Conditions and Restrictions of The Plantation, filed of record in Ada County, Idaho.

Plantation: Those parcels of real property in Ada County, Idaho, which are described with particularity in the Master Declaration, including subsequent annexations.

SA-AECC: The Sub-Association Architectural Environmental Control Committee which shall have those powers and duties prescribed according to the Supplemental Declaration.

SA-Articles: These Articles of Incorporation of this Sub-Association.

SA-Board: The Board of Directors of the Sub-Association.

SA-Bylaws: The Bylaws of this Sub-Association.

SA-Directors: Members of the Board of Directors of the Sub-Association.

SA-Owner: The record owner, whether one or more persons or entities, of a fee simple title to any TH-Lot which is a part of the TH-Development, including contract sellers, but excluding those having such interests merely as security for the performance of an obligation.

SA-Owner-Purchaser: A person other than the Declarant who has purchased a TH-Lot and is presently the record owner.

SA-Member: Every person or entity who holds membership in the Sub-Association.

Sub-Association: The Townhouses at Plantation Association, Inc., an Idaho non-profit corporation, its successors and assigns.

Sub-Association Rules and Regulations: Those rules and regulations promulgated by the Sub-Association pursuant to paragraph 5(a)(4) of the Supplemental Declaration.

Sub-Association Rolls: The official record of SA-Owner/Members of real property within each

Sub-Association of The Plantation kept and maintained under direction of the Board.

Supplemental Declaration: The instrument referred to in Article 3(b) of these SA-Articles.

TH-Development: All of the Development Property which is subject to the Supplemental Declaration.

TH-Development Property: All of the real property, the legal description of which is set forth in Recital 1 of the Supplemental Declaration.

TH-Lot: Any plot of land shown upon the recorded plats of the TH-Development Property with the exception of the SA-Common Area or streets and areas dedicated to and accepted by any state or local authority. Reference to "TH-Lot" shall also be deemed to include the limited SA-Common Area shown on the plat which are transferred with a TH-Lot to an SA-Owner. TH-Lot shall also be deemed to include the improvements erected on such TH-Lots.

Article 3. Purposes and Objects. The purposes and objects for which this Corporation is formed are:

(a) To provide an entity whose members shall be all the owners of lots located in that parcel of real property in Ada County, Idaho, commonly known and referred to as The Townhouse at Plantation Subdivisions, as platted, and as to be platted in the future stages, which are more particularly defined in the Supplemental Declaration;

(b) To satisfy those duties and requirements set forth in the Supplemental Declaration of Covenants, Conditions, Restrictions and Easements filed of record in Ada County, Idaho as Instrument No. 7955964, and the Master Declaration of Covenants, Conditions, Restrictions and Easements, filed of record in Ada County, Idaho, as instrument No. 7809725, and as each may be amended from time to time;

(c) To be an administrative, managerial, rule making and enforcement body for the Townhouse at Plantation Subdivisions in cooperation with the Master Association.

(d) To provide for maintenance, utilities, gardening and other services benefiting the Sub-Association; to employ personnel and contractors necessary for operation;

(e) To provide materials and supplies required for the Sub-Association;

(f) To do such other acts and perform such other functions as may be required for government, maintenance, preservation and architectural control of the subdivision project described above in accordance with the Master Declaration, Supplemental Declaration and applicable law;

(g) To provide and maintain fire, casualty, liability, workmen's compensation and other insurance, and if required, for a fidelity bond or bonds;

(h) To act in the capacity of principal, agent, joint venturer, or partner, or otherwise;

(i) To certify assessments for collection to the Master Association;

(j) To perform any and all acts which are necessary and proper for or incidental to the carrying out of the duties either express or implied, accorded to this Sub-Association under the terms of the Supplemental Declaration, these SA-Articles, the Bylaws of this Corporation, and the laws of the State of Idaho, and to levy and collect assessments, or to do any other act that the Master Association is authorized to do in the event the Master Association shall cease to exist or fail to perform such duties;

(k) To acquire (by gift, purchase or otherwise) for investment or resale, and to deal in, land and other property of any tenure and any interest therein, and to create, sell, or deal in, any freehold, leasehold, ground rents, and to make advances upon the securing of land, houses and other property, or any interest therein, and to generally deal in, by way of sale, lease, exchange, or otherwise, land and house property and any other property, whether real or personal;

(l) Subject to approval by the Master Association to make any improvements upon any real property, including, but not limited to, the subdivision thereof, the installation of water systems, sewer systems, the building of sites, the building of roads, fences, and any and all other improvements deemed advisable by the SA-Board of the Corporation;

(m) 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;

(n) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire and 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, to the same extent as natural persons might or could do and without limit as to amount;

(o) 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, script, 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;

(p) 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;

(q) 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 SA-Board shall authorize, and as may be permitted by laws subject to the provisions of the Master Declaration and Supplemental Declaration;

(r) 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 Sub-Association, 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;

(s) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said state so long as they are not in conflict with Title 30, Chapter 3, Idaho Code, or under any Act amendatory thereof or supplemental thereto or substituted therefor;

(t) To promulgate Sub-Association rules and regulations for the regulation, control, management and government of the Sub-Association, all in accordance with the provisions of the Master Declaration and the Supplemental Declaration;

(u) To contract with the Master Association and other persons for the management of Sub-Association funds, activities and for the providing of services.

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 the Act hereinbefore referred to, 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 the purposes, objects and powers specified in each of the subparagraphs (a) to (u), inclusive, of paragraph 3 of these SA-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 sub-paragraph, clause or paragraph of these SA-Articles, provided, however, that the exercise of any such power shall not conflict with or be contrary to any provision of the Master Declaration or act of the Master Association.

Article 4. Existence. The Corporation is to have perpetual existence.

Article 5. Registered Agent and Registered Office. The registered agent is David W. Watkins, and the location and post office address of the registered office and principal place of business of the Corporation is 9804 Fairview Avenue, Boise, Idaho.

Article 6. SA-Members. The number of memberships authorized to be issued by the Corporation shall be equal to the number of

TH-Lots eventually contained in the TH-Development Property. Qualifications of the SA-Members of the Sub-Association, voting and other rights of SA-Members shall be as set forth in the SA-Bylaws and Supplemental Declaration. However, each record SA-Owner of a TH-Lot shall hold only one (1) membership in the Sub-Association regardless of the number of TH-Lots owned (except that such limitation shall not apply to Class B members).

During the period of initial development of the Property, as more particularly defined in the Supplemental Declaration, there shall be two classes of membership. All SA-Owner-Purchasers shall be Class A members and shall be entitled to one (1) vote each. The Declarant shall be a Class B member and for every lot or unit owned by Declarant, the Declarant shall be entitled to three (3) votes.

The purpose of this distinction is to allow the Declarant to retain sufficient control to assure that the project as developed complies with the provisions of the Supplemental Declaration and the primary objectives of the development as represented to SA-Owner-Purchasers.

Article 7. Incorporator. The name and post office address of the incorporator of The Townhouses at Plantation Association, Inc. is as follows:

| <u>NAME</u> | <u>POST OFFICE ADDRESS</u> |
|------------------|----------------------------------|
| David W. Watkins | 9704 Fairview Ave., Boise, Idaho |

Article 8. Liability of Members. SA-Members shall be individually liable for the Assessments of the Master and Sub-Associations assessed and levied upon their TH-Lots, whether for fines, penalties, recovery of costs, or regular, special or limited assessments. SA-Members shall be responsible for the payment of all real property taxes which are a lien upon said SA-Members' individual TH-Lots and only the SA-Member's pro rata share of real property taxes levied on Sub-Association property.

Further, SA-Members shall be liable for all damages to Sub-Association property caused by SA-Members, their agents, guests, employees and invitees.

Article 9. SA-Directors. The names and post office addresses of each of the initial SA-Directors to serve until the first election of SA-Directors is as follows:

| <u>NAME</u> | <u>POST OFFICE ADDRESS</u> |
|----------------------|---|
| David W. Watkins | 9804 Fairview Ave., Boise, Idaho |
| Richard O. Thurber | 9804 Fairview Ave., Boise, Idaho |
| Fredric V. Shoemaker | 1110 Bank of Idaho Building Boise, Idaho |

The number of SA-Directors of this Corporation shall be as specified in these SA-Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in these SA-Bylaws. In case of any increase in the number of SA-Directors, the additional SA-Directors may be elected by the SA-Directors then in office, and the SA-Directors so elected shall hold office until the next annual meeting of the SA-Members and until their successors are elected and qualified. The terms of the SA-Directors shall be for one (1) year.

Article 10. Termination. Any assets of the Master Association or the Sub-Association available upon liquidation of the Master Association or Sub-Association shall be distributable according to provisions of the Master Declaration.

Article 11. Validity. No contract or other transaction between this 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 SA-Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation, any SA-Director individually, or any firm of which any SA-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 such firm is so interested shall be disclosed or shall have been known to the SA-Board or a majority thereof, and any SA-Director of the Corporation who is also a director 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 SA-Board of the Corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

Article 12. Amendment. Subject to the notice provisions of Article VII 3.B. of the Supplemental Declaration, the SA-Members of the Corporation are expressly authorized to repeal and amend the SA-Bylaws of the Corporation and to adopt new SA-Bylaws, and the membership reserves the right to amend, alter, change or repeal, any provisions contained in these SA-Articles, in the manner now, or hereafter, prescribed by law, by a vote of

two-thirds (2/3) of the SA-Members of the Sub-Association, represented in person or by proxy, at any annual meeting of the SA-Members of the Sub-Association or at any special meeting duly called for the purpose, except where the laws of the said State of Idaho otherwise provide.


Article 13. Exemption. The Sub-Association is a corporation intended to be classified as a "home owners association" which, pursuant to Section 528(a) of the Internal Revenue Code of 1954, as amended, may elect to be an organization exempt from income taxes for the purpose of any law which refers to organizations exempt from income taxes. Further, this Sub-Association is an organization which is a townhouse management association and a residential real estate management association organized and operated to provide for the acquisitions, construction, management, maintenance and care of Sub-Association property, where 60% or more of the gross income of this Association for any taxable year shall consist solely of amounts received as membership dues, fees or assessments from owners of residential units. Further, 90% or more of the expenditures of this Sub-Association for any taxable year shall be expenditures for the acquisition, construction, management, maintenance and care of Sub-Association property.

Further, no part of the net earnings of this Sub-Association shall inure to the benefit of any SA-Member or individual.

All provisions of these SA-Articles shall be interpreted in accordance with the provisions of Section 528(c) of the Internal Revenue Code of 1954, as amended, and in case of conflict between that or other applicable sections, any provisions within these SA-Articles so in conflict will either be interpreted to be consistent with that provision of the Internal Revenue Code or shall be determined null and void and of no force and effect.

Article 14. Conflict of Provisions. The provisions contained in these SA-Articles of the Sub- Association are subject and subservient to terms and provisions of the Supplemental and Master Declarations and any conflict between the terms and provisions of these documents, the terms and provisions of the Master and Supplemental Declarations shall prevail in their respective priorities.

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this _____ day of _____, 1980.




Incorporator

STATE OF IDAHO)
 : ss
County of Ada)

On this 1 day of October, 1980, before me, the undersigned, a Notary Public in and for said State, personally appeared DAVID W. WATKINS, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same, and that he was a person over the age of twenty-one years and a citizen of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Boise, Idaho
Commission expires:

(seal)