



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

BOISE HOLCOMB NO. 3 ASSOCIATION, INC.

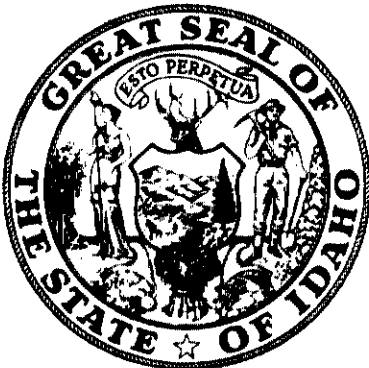
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

BOISE HOLCOMB NO. 3 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 June 24, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

JUN 24 11 40 AM '91
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
BOISE HOLCOMB NO. 3 ASSOCIATION, INC.

APR 12 2 47 PM '91
SECRETARY OF STATE

WE, THE UNDERSIGNED, full age citizens of the United States, owners of lots in Boise Holcomb Subdivision No. 3, Boise County, Idaho, do hereby voluntarily associate ourselves together for the purpose of forming a nonprofit corporation under the provisions of Chapter 3, Title 30, Idaho Code Annotated, and amendments thereto, and pursuant to The Restrictive and Protective Covenants for Boise Holcomb Subdivision No. 3.

ARTICLE I

The name of this Association shall be the Boise Holcomb No. 3 Association, Inc.

ARTICLE II

The purpose for which this Association is formed are:

A. To associate its members together for their mutual benefit, and to that end to construct, improve, own, maintain and repair the roads and roadways within Boise Holcomb Subdivision No. 3, as the same are identified and defined by the official plat of said subdivision, as amended, and the Restrictive and Protective Covenants for said subdivision, as amended; to pass upon requests to further subdivide a lot or lots; to determine if a building or other improvement complies with the Restrictive and Protective Covenants; to dedicate some or all of the roads owned by the Association to the public; to enforce the Restrictive and Protec-

tive Covenants; and to perform any other function authorized by the Restrictive and Protective Covenants for Boise Holcomb No. 3, including the formation of such committees as the Association may appoint and participation with other property owners in the Clear Creek area in the preservation and protection of the property and property values of its members.

B. To borrow from any source, money, goods or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefor in any manner permitted by law; provided that such funds may be used only to carry out the necessary functions and purposes of the Association and further provided that any indebtedness of the Association in excess of \$10,000.00 must be approved by a majority of the members.

C. To acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of capital stock or bonds or become a member or a stockholder of any corporation or association if such is necessary to carry out the functions of the Association.

D. To buy, lease, hold or exercise all privileges of ownership in and to the real or personal property necessary or convenient for the conduct and operation of the business of the Association, or incidental thereto.

E. To establish reserves and to invest the funds therein in stocks, bonds or other property as the Board of Directors may deem advisable, provided that such funds and the earnings derived

therefrom shall be used solely to pay expenses incurred by the Association to carry out its purposes.

F. To set fees and levy assessments in such manner and in such amount as may be provided by the Board of Directors consistent with the By-Laws, provided that said funds are used solely to pay expenses incurred by the Association to carry out its purposes.

G. To have and exercise all powers, privileges and rights conferred on non-profit corporations by the laws of the State of Idaho not inconsistent with the above stated purposes or the provisions of Chapter 3, Title 30 of the Idaho Code.

H. No substantial part of the activities of this Association shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this Association shall not participate in any political campaign.

ARTICLE III

The street address of the Association's registered office and the name of its initial registered agent at such address are:

8705 GODDARD RD BOISE IDAHO 83704
ELDON L. CHANDLER.

The Association may maintain offices and conduct its business at such other places within the State of Idaho as the Board of Directors may determine.

ARTICLE IV

The period of existence of this Association shall be perpetual. This Association is a non-profit corporation created pursuant to Idaho Code, Title 30, Chapter 3.

ARTICLE V

Subject to the Association's power to assess its members, the private property of the members shall not be subject to payment of Association debts to any extent whatsoever, nor shall the members be personally liable for the Association's debts or obligations.

ARTICLE VI

Section 1. This Association shall not have capital stock, but membership, ownership and voting rights shall be evidenced by membership certificates.

Section 2. Under the terms and conditions prescribed in its By-Laws this Association shall admit as members only those persons, groups of persons, organizations or corporations holding the legal title to, or having an equitable interest in, a lot located in Boise Holcomb Subdivision No. 3 in Boise County, Idaho. Membership is appurtenant to such lot ownership or interest. Voting is limited to one vote per lot. The membership of every person or entity having a qualifying interest in a lot shall be evidenced by a certificate of membership issued in the name of one of such persons or entities designated by the others. In absence of such designation the certificate shall be issued in the name of the person or entity to which 1990 real property tax assessment notices for that lot are sent. Any notice, except assessment notices, sent by the Association to members with respect to a lot shall be adequate if deposited in the United States mail addressed to the person or entity in whose name the certificate of member-

ship for that lot is issued at the address designated on such certificate or such other address as that person may subsequently designate in writing to the Association secretary. Assessment notices shall be sent by certified mail, return receipt requested, addressed as provided in the foregoing sentence.

Section 3. The joint voting power and property rights and interests of all of the members having an interest in any lot in good standing shall be equal to the joint voting power and property rights and interest of those members having an interest in any other lot in Boise Holcomb Subdivision No. 3.

Section 4. The members holding one-tenth (1/10) of the votes entitled to be cast, present in person or represented by proxy, at any meeting of members shall constitute a quorum for the conduct of business at such meeting.

Section 5. This Association is organized on a non-profit basis for the mutual benefit of its members and consequently will not have profits from which to pay dividends to members. After all expenses of the Association have been paid and reasonable reserves, as determined by the Board of Directors, are set aside the net earnings of the Association shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending and repairing the facilities and property of the Association; and for such other purposes as the Board of Directors may determine to be for the best interests of the Association consistent with its purposes.

ARTICLE VII

Section 1. The Board of Directors is authorized to levy assessments upon all members to pay the costs incurred by the Association in order to carry out its purposes. The Board of Directors, in its discretion, may establish separate classes of assessments. All costs assessed to each class shall be borne equally by each lot within the class. The Board of Directors shall, from time to time in its discretion, fix the amount of assessments and determine when such assessments are to be paid. However, any assessment in excess of \$10.00 per lot per year must be approved by a majority of votes cast at a meeting of the membership at which a quorum is present. Notice of such meeting must be given at least 20 days prior thereto, designating the purpose for the meeting. All assessments shall be payable sixty (60) days after notice of assessment is given. Payment of assessments shall be enforceable by the Board of Directors by action or by the forfeiture of membership or both, upon notice given in writing twenty (20) days before commencement of such action or forfeiture. Assessments shall be secured by a lien on the lot to which such membership is appurtenant as provided in Section 2.

Section 2. The amount of any assessment assessed with respect to a lot shall become a lien upon such lot upon recordation in the Boise County, Idaho records of a notice of assessment stating the amount of the delinquency, the legal description of the lot against which it has been assessed and the name of the record owner thereof. Such notice shall be signed by

the President or Vice President and by the Secretary and Treasurer of the Association and acknowledged. Upon recordation it shall create a lien upon the lot described therein, in the amount set forth. The lien shall continue until fully paid or otherwise satisfied. When the lien has been fully paid or satisfied a release of the lien shall be recorded. Such lien may be foreclosed in the same manner as is provided in the laws of the State of Idaho for the foreclosure of a mortgage on real property. A certificate executed and acknowledged by the President or Vice President and by the Secretary and Treasurer stating the indebtedness secured by the liens upon any lot created hereunder, shall be conclusive upon the Association and the owners thereof as to the amount of such indebtedness as of the date of the certificate, in favor of all persons who rely thereon in good faith. Such certificate shall be furnished to any owner upon request at a reasonable fee.

ARTICLE VIII

These Articles and the By-Laws may be amended in any manner permitted or authorized by law, provided that such amendment is approved by a majority of the eligible votes the members cast at the annual meeting or at a special meeting duly called upon notice specifying the purposes thereof and containing a statement of the proposed amendment.

ARTICLE X

The Association shall be managed by its Board of Directors. The Board of Directors may appoint one or more commit-

tees with such power and authority as may be delegated in the Board's resolution establishing the Committee. The number of the first Board of Directors shall be nine (9) and the names and addresses of those who are to serve as the initial Board of Directors for the first term and until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
<u>Eldon Chandler</u>	<u>8705 Goddard Rd Boise Idaho 83704</u>
<u>John Longden</u>	<u>1819 Eldorado Boise Idaho 83704</u>
<u>Joyce DeMecchio</u>	<u>8873 Breckenridge Dr. Boise 83704</u>
<u>Gene Longden</u>	<u>1819 Eldorado St. Boise, ID 83704</u>
<u>Dan Sh</u>	<u>4301 Kootenai Boise 83705</u>
<u>Bernice R. John</u>	<u>4301 Kootenai Boise 83705</u>
<u>Jack J. Hunter</u>	<u>213 W. 37 Boise 83714</u>
<u>Wesley W. W.</u>	<u>HC-33-4077 Boise ID 83706</u>
<u>Don W. Proper</u>	

IN WITNESS WHEREOF, we, the incorporators and named herein as the first Board of Directors, have set our hands and seals this 3rd day of March, 1991.

<u>Name</u>	<u>Address</u>	<u>Boise Holcomb Sub. 3 Lot No.</u>
<u>Eldon Chandler</u>	<u>8705 Goddard Rd. Boise Idaho 83704</u>	<u>24</u>
<u>John Longden</u>	<u>1819 Eldorado Boise Idaho 83704</u>	<u>16. A</u>
<u>Joyce DeMecchio</u>	<u>8873 Breckenridge Rd. Boise Id. 83714</u>	<u>14</u>

SECRETARY OF STATE

April 23, 1991

Secretary of State
State of Idaho
Room 203, Statehouse
Boise, Idaho 83720

Attn: Marilyn Richards

Dear Ms. Richards:

Please be advised that Boise Holcomb, Inc. consents to use of the name "Boise Holcomb No. 3 Association, Inc." by that entity. This letter is written pursuant to your "Corporation Notice of Correction", dated April 12, 1991, attached hereto. If you have any questions, please feel free to contact me.

Very truly yours,

BOISE HOLCOMB, INC.

By Barry Marcus
Barry Marcus, Secretary

Enc.

cc: Eldon Chandler