

**FILED**  
JUL 7 3 16 PM '99  
SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
HANGING VALLEY HOMEOWNERS ASSOCIATION, INC.**

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopt the following articles of incorporation:

**ARTICLE I  
NAME OF THE CORPORATION**

The name of the corporation is Hanging Valley Homeowners Association, Inc. ("Association").

**ARTICLE II  
STATEMENT OF NONPROFIT STATUS AND EXISTENCE**

The Association is a nonprofit corporation and shall have perpetual existence.

**ARTICLE III  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is Dillion, Bosch, Daw & Bock, Chartered, 242 North 8th Street, Suite 200, Boise, Idaho 83702, and the name of its initial registered agent at such address is Allan R. Bosch.

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**ARTICLE IV**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the Members, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described on Exhibit A attached and 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:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations as set forth in that certain Declaration of Covenants and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded in the Office of the Boise County recorder's office and as the same may be amended from time to time as provided in the Declaration. The Declaration is incorporated in these Articles as if set forth in full;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection with the Declaration 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;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of a majority of the 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;

(e) dedicate, sell or transfer all or any part of the Common Area to any 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 a majority of Members, agreeing to such dedication, sale or transfer;

(f) 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 a majority of Members;

(g) 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 subsequently have or exercise.

## **ARTICLE V MEMBERSHIP**

The Association shall have Members. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot 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 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.

## **ARTICLE VI VOTING RIGHTS**

The Association shall have one class of voting Membership:

Members shall be all Owners 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The names and addresses of the persons who are to act in the capacity of initial directors until the selection of their successors are:

NAME	ADDRESS
Leon Carson	1625 Annette Street, Boise, Idaho 83705
Victor Hosford	1627 Gurley, Boise, Idaho 83705
Pat Dowdell	6284 N. Fair Oaks Place, Boise, Idaho 83703
Paul Kunz	4545 Samara Street, Boise, Idaho 83703
Kenneth Pursley	P.O. Box 2720, Boise, Idaho 83701
Richard Allison	1108 W. 4 <sup>th</sup> , Meridian, Idaho 83642
John D. Coldiron	152 4 <sup>th</sup> Street, Lake Oswego, Oregon 97034
Suz Rittenhouse	3978 E. Aspen Hill Court, Boise, Idaho 83706

**ARTICLE VIII**  
**DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than a majority of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE IX  
AMENDMENTS**

Amendment of these Articles shall require the assent of a majority of the entire Membership.

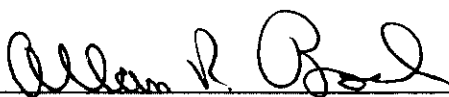
**ARTICLE VIII  
INCORPORATORS**

The name and address of each incorporator is:

NAME	ADDRESS
ALLAN R. BOSCH	242 N. 8 <sup>th</sup> Street, Suite 200, Boise, Idaho 83702

**SIGNATURES OF INCORPORATORS**

Dated: June 3, 1999

  
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Allan R. Bosch