

# State of Idaho

## Department of State

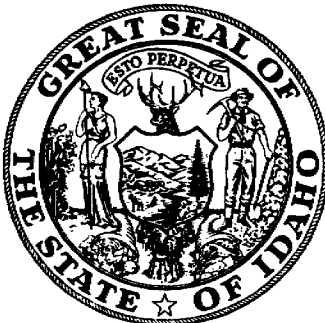
### CERTIFICATE OF INCORPORATION OF

NORTHRIDGE II SUBDIVISION OWNER'S ASSOCIATION, INC.  
File number C 106992

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 NORTHRIDGE II SUBDIVISION OWNER'S 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: July 15, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]* *[Signature]*

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SEC. OF STATE

ARTICLES OF INCORPORATION

FOR

94 JUL 15 AM 9 29 NORTHBRIDGE II SUBDIVISION OWNERS' ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all being persons of full age and citizens of the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit membership corporation, without capital stock, under and pursuant to the provisions of Title 30, Chapter 3, of the Idaho Code, the Idaho Non-Profit Corporation Act (the "Act"), and hereby make, acknowledge, and declare the following to be our Articles of Incorporation:

I.

Name

The name of the corporation shall be Northridge II Subdivision Owners' Association, Inc.

II.

Non-Profit Corporation

The corporation is an Idaho non-profit corporation, which shall have certificates of membership rather than capital stock, and which shall not declare or issue dividends or pecuniary profits to any of its members.

III.

Duration

The period of existence and duration of this corporation shall be perpetual.

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IV.

Registered Office

The location and post office address of the registered office of the corporation, and its principal place of business, shall be 400 Main Street North, Hailey, Idaho 83333.

V.

Registered Agent

The initial Registered Agent for the corporation shall be David Cropper, whose address is 400 Main Street North, Hailey, Idaho 83333.

VI.

Purposes and Powers

This corporation is a homeowners' association, and its sole purpose is to hold, and manage for the benefit of all property owners within the Northridge II Subdivision, all common area within said subdivision, and to facilitate the enforcement of all covenants, conditions, and restrictions applicable to said subdivision. To fulfill that purpose, the corporation shall have the following powers:

A. To acquire, by gift, purchase, or otherwise, own, improve, operate, maintain, repair, convey, transfer, sell, lease, or encumber real or personal property related to the purpose of the corporation.

B. Subject to the terms, conditions, and limitations set forth in the Declaration of Covenants, Conditions, and Restrictions applicable to Northridge II Subdivision, to levy against lots situated in said subdivision, and the owners thereof, periodic assessments and special assessments reasonably determined to be necessary to defray the costs incurred by the corporation in the conduct of its affairs.

C. To undertake, to the extent permitted by law, all duties and obligations imposed upon it by the Declaration of Covenants, Conditions, and Restrictions applicable to Northridge II Subdivision.

D. To accept by grant, gift, bequest, appropriation, or otherwise to acquire, accept, or hold any funds, property, or other tangible or intangible thing to be used for the lawful purposes of the corporation.

E. To incur debt, to borrow, and to secure the payment of money in any lawful manner, including the issuance and sale of bonds, debentures, notes, and other evidences of indebtedness as may be necessary to accomplish and further the lawful activities of the corporation.

F. To make, enter into, perform, and carry out contracts of every kind or nature, including but not limited to, contracts and agreements of partnership and joint venture with any person, firm, association, corporation, county, municipality or other political subdivision of the State of Idaho, or other legal entity, public or private, for the

purpose of engaging in any and all kinds of lawful enterprises which may be necessary or incidental to the achievement of the objectives and purposes of the corporation.

G. Without limiting any of the foregoing powers, the corporation shall have the power to do all acts and things necessary, incidental, or convenient to the promotion, either directly or indirectly, of the interests of the corporation, or for the purpose of obtaining and furthering any of its objectives or purposes, as hereinabove defined and specified, and to do any and all acts and things which may now or hereafter be authorized for non-profit corporations by the laws of the State of Idaho.

## VII.

### Membership

Interest in this non-profit corporation shall be evidenced by certificates of membership. Each owner of a platted lot in Northridge II Subdivision, according to the official plat thereof recorded in the records of Blaine County, Idaho, with the exception of Lot 15, shall be a member of the corporation. Such membership shall at all times be identified with, and appurtenant to, the ownership of said platted lots, no membership shall be subject to or conditioned upon the approval of the board of directors or other members. There shall be the right to one (1) vote for each membership, whether said membership, and the appurtenant ownership in a platted lot, is held in common, jointly, or separately. In

the event any of said lots is owned by more than one person or entity, the membership appurtenant to that lot shall be held by said persons or entities in the same fractional interests; provided, however, that all such owners shall be entitled to cast only one vote collectively for each membership in the corporation. No person or entity who is not the owner of a platted lot, or an interest therein, shall become or remain a member of the corporation, and each membership, or interest therein, shall be transferred automatically upon the transfer of ownership of the platted lot, or interest therein, to which it is appurtenant.

Each member in good standing shall be entitled to vote in person or by written proxy, dated and signed by the member; provided, however, that no such proxy shall be valid beyond eleven (11) months after its execution, and it shall expire in the event the person or entity executing it is no longer a member in the corporation.

#### VIII.

##### Dues and Assessments

Each member shall be deemed to covenant and agree with every other member, and with the corporation, to pay dues and assessments duly levied by the corporation for the purposes provided in these Articles of Incorporation. Dues and assessments shall be made, secured, and collected as to each platted lot within Northridge II Subdivision, and the owners thereof, as provided in the corporation Bylaws and the Declaration of Covenants, Conditions, and Restrictions applicable to the Northridge II Subdivision.

IX.

Bylaws

Bylaws not inconsistent with the Articles of Incorporation may be adopted, altered, amended, or repealed at any duly constituted meeting of the Board of Directors, by an affirmative vote of a majority of the members present at such meeting. A quorum for any such meeting shall be the attendance of Directors entitled to cast not less than a majority of the total votes entitled to be cast by all members of the Board of Directors.

X.

Board of Directors

The corporation shall be managed by a Board of Directors comprised of five (5) persons. The first Board of Directors shall be Elliott M. Caplow, 9530 Pico Boulevard, Los Angeles, California 90035, Bradley R. Caplow, 9530 Pico Boulevard, Los Angeles California 90035 Mark A. Caplow, 90035 Pico Boulevard, Los Angeles, California 90035, David Cropper, 400 Main Street North, Hailey, Idaho, 83333, and J. Evan Robertson, 142 Third Avenue North, Twin Falls, Idaho, 83301, who shall serve until the 1995 annual meeting of the members, at which time a new Board of Directors shall be elected, each of whom shall serve a term of two (2) years from the date he or she is elected, or until his or her successor has been duly elected, whichever shall last occur.

XI.

Distribution of Assets on Dissolution

Upon dissolution, the corporation shall make distributions only in conformity with the provisions of Section 30-3-109 of the Idaho Code.

XII.

Subscriptions for Membership

As of the time of the filing of these Articles, EMB-Hailey, L.P., a California limited partnership, 9530 Pico Boulevard, Los Angeles, California, 90035, is the sole subscriber to membership in the corporation.

XIII.

Amendment

These Articles of Incorporation may be amended only upon receiving the following approvals:

a. By an affirmative vote of a majority of the full Board of Directors at a duly constituted meeting of the Board called for the purpose of considering said amendments; and

b. By the affirmative vote of a majority of the total members of the corporation, cast at a duly constituted meeting of the members called for that purpose.



XIV.

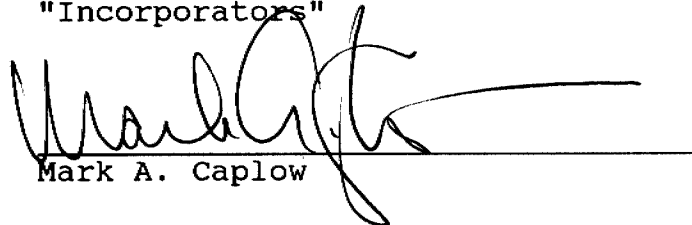
Incorporators

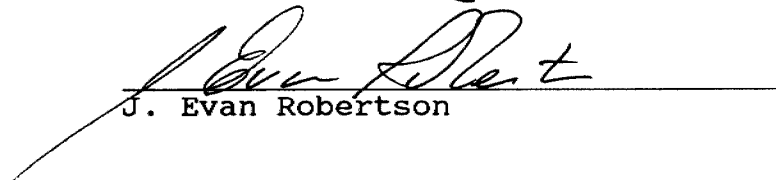
The incorporators of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Mark A. Caplow	9530 Pico Boulevard Los Angeles, CA 90035
J. Evan Robertson	142 Third Avenue North Twin Falls, ID 83301

IN WITNESS WHEREOF, the undersigned have set their hand this  
\_\_\_\_ day of June, 1994.

"Incorporators"

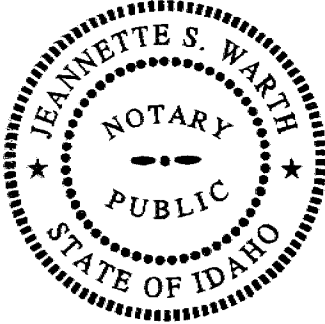
  
Mark A. Caplow

  
J. Evan Robertson

STATE OF IDAHO                     )  
  ) ss.  
County of Blaine                    )

On the 6<sup>th</sup> day of July, 1994, before me, a Notary Public, in and for said County and State, personally appeared Mark A. Caplow, known or identified to me to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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



Jeannette S. Wirth  
NOTARY PUBLIC FOR CALIFORNIA ~~IDAHO~~  
Residing at: HAILEY, ID  
My commission expires: 7-29-99

STATE OF IDAHO                     )  
  ) ss.  
County of Ada                        )

On the 30<sup>th</sup> day of June, 1994, before me, a Notary Public, in and for said County and State, personally appeared J. Evan Robertson, known or identified to me to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

Jean Camara  
NOTARY PUBLIC FOR IDAHO  
Residing at: Boise  
My commission expires: 9/26/99

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