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SECRETARY OF STATE
 STATE OF IDAHO

ARTICLES OF INCORPORATION OF

CLOCK TOWER PROFESSIONAL PARK OWNERS ASSOCIATION, INC.

The undersigned has formed a nonprofit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, and do hereby certify, declare, and adopt the following Articles of Incorporation of Clock Tower Professional Park Owners Association, Inc.

ARTICLE I NAME

The name of the corporation shall be CLOCK TOWER PROFESSIONAL PARK OWNERS ASSOCIATION, INC. (hereinafter, the "Association").

ARTICLE II TERM

The period of existence and duration of the life of the Association shall be perpetual.

ARTICLE III NONPROFIT

The Association shall be a nonprofit, membership corporation.

ARTICLE IV REGISTERED AGENT

The location and street address of the initial registered office of the Association shall be 520 W. 15th Street, Idaho Falls, Idaho 83402, and Matt Morgan is hereby appointed the initial registered agent of the Association.

ARTICLE V PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Association is formed are (i) to provide for the regulation of the use and architectural control of the Lots and the Common Area located in Clock Tower Professional Park according to the plat(s) thereof recorded in the official records of Canyon County, Idaho (the "Project"), which Project is the Property covered by the

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Declaration of Covenants, Conditions and Restrictions for Clock Tower Professional Park to be recorded in the official records of Canyon County, Idaho (the "Declaration"); and (ii) to promote the health, safety and welfare of the residents within the Project. For these purposes, the Association is authorized to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(B) Fix, levy, collect and enforce payment by any lawful means of all Assessments pursuant to the terms of the Declaration and all expenses in connection therewith and all office and other expenses incident to the conduct of the business 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 under the limitations imposed by the Declaration;

(D) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(E) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in the Bylaws and the Declaration and the amendments and supplements thereto.

ARTICLE VI MEMBERSHIP

Each person or entity holding fee simple interest of record to a Lot in Clock Tower Professional Park, and buyers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Association. When more than one person holds an interest in any Lot, all such persons shall be Members. Membership shall be appurtenant to and may not be separated from ownership of any Lot located in the Project.

ARTICLE VII VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A Members. Owners other than Declarant shall be known as Class A Members. Each Class A Member shall have equal voting power and shall be entitled to one vote for each Lot. When more than one person holds an interest in any Lot, 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. Fractional votes shall not be allowed.

Class B Members. Declarant shall be known as the Class B Member, and shall be entitled to five (5) votes for each Lot owned. The Class B Member shall cease to be a voting Member in the Association when all of the Declarant's Lots have been sold.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors comprised of three (3) members, who need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association, but in no event shall the number be less than three (3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Matt Morgan	Post Office Box 1604 Idaho Falls, Idaho 83403
Jon Johnson	Post Office Box 51920 Idaho Falls, Idaho 83405
Mont Crnkovich	980 West Broadway Idaho Falls, Idaho 83402

ARTICLE IX ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the Declaration and as set forth in the Bylaws of the Association.

ARTICLE X BYLAWS

The Association shall adopt Bylaws containing provisions for regulating and managing the affairs of the Association that are not inconsistent with law, these Articles or the Declaration.

ARTICLE XI DISSOLUTION

The Association may be dissolved at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative votes of more than fifty percent (50%) of the votes of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the real property and other assets of the Association shall be: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created; or (ii) granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes; or (iii) distributed to the Owners of Lots to be held by them as tenants in common in proportion to the number of Lots (except Common Area) within the Project. The determination of the liquidating distribution of the real property and other assets of the Association as provided above, shall be determined by vote of a majority of the Owners of Lots as part of the Member vote on dissolution.

ARTICLE XII AMENDMENTS

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative vote of Members with more than fifty percent (50%) of the voting power of the Association. No amendment which is inconsistent with the provisions of the Declaration shall be valid.

ARTICLE XIII MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration.

ARTICLE XIV INCORPORATION

The name and address of the incorporator is:

Matt Morgan
520 W. 15th Street
Idaho Falls, Idaho 83402

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of August, 2004.



Matt Morgan, Incorporator

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