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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

RIVER RUN PHASE 5 LOCAL 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 RIVER RUN PHASE 5 LOCAL 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: March 16, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeBruin*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

RIVER RUN PHASE 5 LOCAL ASSOCIATION INC.

KNOW ALL MEN BY THESE PRESENT

I, the undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, and Title 55, Chapter 15, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be RIVER RUN PHASE 5 LOCAL ASSOCIATION, INC., hereinafter referred to as "Phase 5 Association."

ARTICLE II

TERM

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

ARTICLE III

NONPROFIT

This corporation shall be a nonprofit, membership corporation.

ARTICLE IV

REGISTERED AGENT

The location and street address of the initial registered office of this corporation shall be 277 North Sixth Street, Suite 200, Boise, Idaho 83701, and LEO EDWARD MILLER is hereby appointed the initial registered agent of the Phase 5 Association.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for certain regulations of the use of, and architectural control of, the Building Lots located in River Run Phase 5, which is a portion of the Property covered by the

Declaration of Covenants, Conditions and Restrictions for River Run, recorded in the Office of the County Recorder, Ada County, Idaho, as Instrument No. 7941486 ("River Run Declaration") as supplemented by the Phase 5 Supplement to the Declaration of Covenants, Conditions and Restrictions for River Run, recorded in the Office of the Ada County Recorder, Ada County, Idaho as Instrument No. 8623205 ("Phase 5 Supplement"), to elect Delegates to the River Run Homeowners Association, Inc., an Idaho non-profit corporation, and the River Run Recreation Association No. 1, Inc., an Idaho non-profit corporation; and to promote the health, safety and welfare of the residents within River Run Phase 5 and any additions thereto as may be hereafter be brought within the jurisdiction of the Phase 5 Association by amendment or supplement to the River Run Declaration for this purpose to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Phase 5 Association as set forth in the River Run Declaration and the Phase 5 Supplement, as further amended and supplemented from time to time as therein provided, said River Run Declaration and Phase 5 Supplement being incorporated herein as if set forth at length;

(B) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the River Run Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Phase 5 Association, including all licenses, taxes or governmental charges separately levied or imposed against the Common Area owned, if any, by the Phase 5 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 Phase 5 Association under the limitations imposed by the River Run Declaration and Phase 5 Supplement;

(D) Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of it real or personal property as security for money borrowed or debts incurred;

(E) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Local Common Area, provided that any such merger, consolidation or annexation shall comply with the requirements of the River Run Declaration;

(F) 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

hereafter have or exercise, subject only to limitations contained in the By-Laws and the River Run Declaration and the amendments and supplements thereto.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Building Lot located in River Run Phase 5, including contract Sellers, shall be a Member of the Phase 5 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 Building Lot located in River Run Phase 5.

ARTICLE VII

VOTING RIGHTS

The Phase 5 Association shall have two (2) classes of voting membership:

Class A. Class A Members shall be all Owners of Building Lots within River Run Phase 5, with the exception of the Grantor, and shall be entitled to one (1) vote for each Building Lot owned. When more than one person holds an interest in any Building Lot, all such persons shall be Members, but in no event shall more than one vote be cast with respect to any Building Lot.

Class B. The Class B Member shall be the Grantor. Upon the sale of the Building Lot to an Owner in River run Phase 5, Grantor shall be entitled to three (3) votes for each Building Lot owned by Grantor in River Run Phase 5. The Class B membership upon the happening of either of the following events, whichever occurs earlier: (i) when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership; provided that the Class B membership shall not be converted to Class A membership before the expiration of two (2) years from the date that the first Building Lot in River Run Phase 5 is sold to an Owner; or (ii) ten (10) years from the first sale to an Owner of a Building Lot in River Run Phase 5.

ARTICLE VIII

MEMBERSHIP CERTIFICATES

Members shall be entitled to receive a Certificate of Membership. There shall be one (1) membership in the Phase 5 Association for each Building Lot located in River Run Phase 5. Members of the Phase 5 Association must be and remain Owners of

Building Lots within River Run Phase 5 and the Phase 5 Association shall include as Members all Owners of Building Lots within River Run Phase 5.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of three (3) directors, who need not be Members of the Phase 5 Association. The number of directors may be changed by amendment of the By-Laws of the corporation. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Ron Graves, President	975 River Run Drive Boise, Idaho 83706
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Jim Crawford	975 River Run Drive Boise, Idaho 83706
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Vicki Helming	975 River Run Drive Boise, Idaho 83706
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ARTICLE X

ASSESSMENTS

Each Member shall be liable for the payment of assessments and for the payment and discharge of the liabilities of the Phase 5 Association, as provided for in the River Run Declaration and the Phase 5 Supplement and as set forth in the By-Laws of the Phase 5 Association.

ARTICLE XI

BY-LAWS

The By-Laws of this corporation may be altered, amended or new By-Laws adopted by any regular or any special meeting of the Phase 5 Association called for that purpose by the affirmative vote of two-thirds (2/3) of each class of membership.

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the Phase 5 and the Members for the payment of Assessments, the By-Laws may incorporate by reference the provisions of the River Run Declaration.

ARTICLE XII

DISSOLUTION

Subject to the provisions as to mortgage protection contained

in the River Run Declaration, the Phase 5 Association may be dissolved with the unanimous assent given in writing of each Member. Upon dissolution of the Phase 5 Association, other than incident to a merger or consolidation, the assets of the Phase 5 Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Phase 5 Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of not less than three-fourths percent (3/4%) of each class of Members, and when required by the Declaration, the consent of holders of first mortgages on Property Units who have requested the Association in writing to provide them notice of proposed action which affects their interests, and no amendment which is inconsistent with the provisions of the River Run Declaration or the Phase 5 Supplement shall be valid.

ARTICLE XIV

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions may require the prior approval of the Federal Housing Administration (FHA), the Veterans Administration (VA) and such other agencies as are specified in the River Run Declaration: annexation of additional properties, mergers and consolidations, mortgaging of Local Common Area, dedication of Local Common Area, dissolution and amendment of these Articles, and such other matters as are specified in the River Run Declaration.

ARTICLE XV

MEANING OF TERMS

All terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the River Run Declaration, which terms include, without limitation: "Articles", "Assessments", "Board", "Building Lot", "By-Laws", "Common Area", "Delegate", "Grantor", "Local Association", "Local Common Area:", "Member", "Property", "Property Covered", and "Owner".

ARTICLE XVI

Leo Edward Miller, whose street address is 277 North Sixth Street, Suite 200, Boise, Idaho 83701, shall be the incorporator of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
5th day of January, 1991.



Leo Edward Miller