



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SUNRISE AT TOMA RIDGE PROPERTY OWNERS 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 _____

SUNRISE AT TOMA RIDGE PROPERTY OWNERS 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 August 4, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zakala
Corporation Clerk

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ARTICLES OF INCORPORATION

OF

SUNRISE AT TOMA RIDGE PROPERTY OWNERS ASSOCIATION, INC.

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SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, a corporation duly authorized and existing under the laws of the State of Idaho, does hereby certify that it is forming a non-profit cooperative association or corporation, under the laws of the State of Idaho pertaining thereto, and hereby adopts the following ARTICLES OF INCORPORATION, to-wit:

ARTICLE I.

That name of the corporation is SUNRISE AT TOMA RIDGE PROPERTY OWNERS ASSOCIATION, INC., hereinafter called the "ASSOCIATION."

ARTICLE II.

The principal office of the ASSOCIATION is located at 318 6th Street No., Nampa, Idaho, 83687.

ARTICLE III.

THOMAS M. MALSON, whose address is 318 6th Street No., Nampa, Idaho, 83687, is hereby appointed the initial registered agent of this ASSOCIATION.

ARTICLE IV.

PURPOSE AND POWERS OF THE ASSOCIATION

This ASSOCIATION does not contemplate pecuniary gain or

profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, reservation and architectural control of the residence lots within the following described real property, to-wit:

All of SUNRISE AT TOMA RIDGE, being a subdivision of a portion of Government Lot 4, Section 4, Township 2 North, Range 2 West, Boise Meridian, Canyon County, Idaho, more particularly described by metes and bounds as follows:

Commencing at the Northwest corner of Section 4, Township 2 North, Range 2 West, Boise Meridian, Canyon County, Idaho, and running South $0^{\circ}00'04''$ East 1577.93 feet along the Westerly boundary of said Section 4 to the Southwest corner of Government Lot 4, said Section 4; thence North $89^{\circ}45'37''$ East 1324.21 feet along the Southerly boundary of said Government Lot 4, Section 4 to a found Brass Cap marking the Southeast corner thereof, said point being the TRUE POINT OF BEGINNING; thence North $0^{\circ}00'51''$ West 617.82 feet (formerly described as North $0^{\circ}44'$ East 617.82 feet) along the Easterly boundary of said Government Lot 4, Section 4, also being along the Westerly boundary of Shalimar Terrace Subdivision as shown on the official plat thereof on file in the office of the Canyon County Recorder in Book 10 of Plats at page 23, to a point on the centerline of the Robinson Irrigation Lateral; thence along said centerline of the Robinson Irrigation Lateral the following courses and distances: North $87^{\circ}38'13''$ West 64.37 feet to a point; thence South $77^{\circ}08'38''$ West 106.25 feet to a point; thence North $42^{\circ}53'38''$ West 86.00 feet to a point of curve; thence Northwesterly 26.49 feet along a curve to the left having a radius of 95.76 feet, tangents of 13.33 feet, a central angle of $15^{\circ}50'59''$ and whose long chord bears North $50^{\circ}49'08''$ West 26.41 feet to

a point of tangent; thence North 58°44'37" West 55.17 feet to a point of curve; thence Northwesterly 59.20 feet along a curve to the right having a radius of 148.47 feet, tangents of 30.00 feet, a central angle of 22°50'48", and whose long chord bears North 47°19'13" West 58.81 feet to a point of tangent; thence North 35°53'49" West 159.05 feet to a point; thence leaving said centerline of the Robinson Irrigation Lateral and bearing South 36°16'23" West 579.66 feet (formerly described as South 37°12' West 583.42 feet) to a found iron pin; thence South 62°24'59" East 19.07 feet (formerly described as South 62°00'30" East 19.12 feet) to a found iron pin; thence South 86°38'53" East 80.69 feet (formerly described as North 86°21'30" East 80.70 feet) to a found iron pin; thence South 42°44'07" East 139.83 feet (formerly described as South 42°18' East 139.61 feet) to a found iron pin; thence South 5°30'11" East 293.95 feet (formerly described as South 5°27' East 290.28 feet) to a found iron pin on the said Southerly boundary of Government Lot 4, Section 4; thence North 89°45'36" East 553.13 feet (formerly described as South 89°15' East 551.13) along said Southerly boundary of Government Lot 4, Section 4, to the point of beginning.

Further, 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 the purpose to:

(a) Exercise all the powers and privileges and to perform all of the duties and obligations of the Grantor, as set forth in that certain Declaration of Covenants, Conditions and Restrictions, application to the property and recorded in the office of the County Recorder of Canyon County, Idaho, as Instrument No. 8906640, and that certain Declaration of Solar Covenants, Conditions and

Restrictions, applicable to the property and recorded in the office of the County Recorder of Canyon County, Idaho, as Instrument NO. 8906641, hereinafter called the "DECLARATION", and as the same may be amended from time to time as therein provided, said DECLARATION being incorporated herein as if set forth at length;

(b) Fix, levy and collect payment of dues; to pay all office expenses and all 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, operation, 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 two-thirds (2/3) 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 two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit 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 two-thirds (2/3) of the members;

(g) Have and to exercise any and all power, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho, by law now or hereafter have or exercise.

ARTICLE V.

DEFINITIONS

1. "ASSOCIATION" shall mean and refer to SUNRISE AT TOMA RIDGE PROPERTY OWNERS ASSOCIATION, INC., its successors and assigns.

2. "OWNER" shall mean and refer to the record owner, whether one or more person or entities, of a fee simple title to any lot or unit which is a part of the properties, including contract buyers, but excluding those having such interest merely as security for the performance of an obligation.

3. "PROPERTIES" shall mean and refer to that certain real property hereinbefore described, and such additions thereto as may hereafter be brought within the jurisdiction of the ASSOCIATION.

4. "COMMON AREA" shall mean all real property owned by the ASSOCIATION for the common use and enjoyment of the owners. The COMMON AREA to be owned by the ASSOCIATION is described as follows:

Lot 1 of Block 1; Lot 1 of Block 2; Lot 2 of Block 3; Lot 15 of Block 3; and Lot 1 of Block 4.

5. "UNIT" shall mean the separate interest in a condominium or townhouse or apartment complex.

6. "LOT" shall mean and refer to any plot of land upon any recorded subdivision map of the PROPERTIES with the exception of the COMMON AREA.

ARTICLE VI.

MEMBERSHIP AND VOTING RIGHTS

Every owner of a lot or unit which is subject to assessments shall be a member of the ASSOCIATION. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Unit which is subject to assessments.

The ASSOCIATION shall have two classes of voting membership, to-wit:

CLASS "A": Class "A" members shall be all owners with the exception of the incorporator and shall be entitled to one vote for each Lot or Unit owned. When more than one person holds an interest in any Lot or Unit, all such persons shall be members. The vote for such Lot or Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot or Unit.

CLASS "B": Class "B" members shall be the incorporator and shall be entitled to three (3) votes for each Lot or Unit

ownership. The Class "B" membership shall cease and be converted to Class "A" membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class "A" membership equal the total votes outstanding in the Class "B" membership;

(b) On the 31st day of December, 1998.

ARTICLE VII.

BOARD OF DIRECTORS

The affairs of this ASSOCIATION shall be managed by a Board of five (5) Directors, who must be members of the ASSOCIATION. The number of directors may be changed by amendment of the By-Laws of the ASSOCIATION. The names and addresses of the person who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas M. Malson	P.O. Box 555 Nampa, Idaho 83653
Connie L. Malson	P.O. Box 555 Nampa, Idaho 83653
Thomas W. Malson	2819 Greenvale Place Nampa, Idaho, 83686

At the first annual meeting, the members shall elect three directors for a term of one year and two directors for a term of two years; and at each annual meeting thereafter the members shall elect directors for the vacancies to be filled, for a term

of two years.

ARTICLE VIII.

DISSOLUTION

The ASSOCIATION may be dissolved with the assent, given in writing and signed by all of its members. In the event the corporation does not receive unanimous written assent to dissolution, then a meeting of members will be held and written notice of such meeting shall be given within the time and in the manner provided for in the Idaho Code. Such notice shall state the purpose of the meeting. At such meeting a vote of the members entitled to vote shall be taken on a resolution to dissolve the corporation. Such resolution shall be adopted upon receiving the affirmative vote of a two-thirds (2/3) majority of the votes entitled to be cast by the members present, or represented by proxy at a meeting at which a quorum is present. 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLES IX.

The corporation shall exist perpetually.

ARTICLE X.

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned, being the incorporation of this ASSOCIATION, has undersigned, being the incorporator of this ASSOCIATION, has executed these Articles of Incorporation, this 26th day of July, 1989.

TOMA DEVELOPMENT, INC.

BY


Thomas M. Malson, President

ATTEST:


Connie L. Malson, Secretary

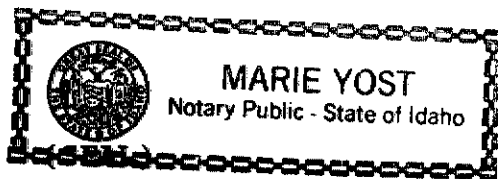
(CORPORATE SEAL)

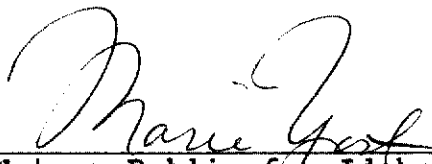
STATE OF IDAHO)
 : ss.
County of Canyon)

On this 28th day of July, 1989, before me the undersigned, a Notary Public in and for said State, personally appeared THOMAS M. MALSON and CONNIE L. MALSON, known to me to be

the President and Secretary, respectively, of TOMA DEVELOPMENT, INC., an Idaho corporation, the corporation that executed the within and foregoing instrument, and acknowledged to me that said corporation 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.




Notary Public for Idaho,
Residing at Nampa, Idaho.