

**ARTICLE OF INCORPORATION
OF
GREEN ACRES PROPERTY OWNERS ASSOCIATION, INC.**

FILED
97 NOV 18 AM 8:44
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, (Act) adopt the following Articles of Incorporation.

ARTICLE I. NAME.

The name of the corporation is Green Acres Property Owners Association, Inc.

ARTICLE II. NONPROFIT STATUS.

The corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this corporation is County of Lincoln, State of Idaho. The address of the initial registered office is 416 North Birch (P.O. Box 214), Shoshone, ID 83352, and the name of the initial registered agent at this address is Gordon Connell.

ARTICLE V. PURPOSES.

The purposes for which the corporation is organized and will be operated are as follows:

A. The delivery of member's irrigation water at cost thereof to the members of the corporation, by the construction, operation, maintenance and repair of an irrigation system within Green Acres Subdivision, including but not limited to pumps, ditches, pipelines, headgates and any other means of delivery of irrigation water.

B. The construction, maintenance and repair of the existing roads and highway system within the Green Acres Subdivision.

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money or property or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power or to do any act that a corporation formed under this act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

IDAHO SECRETARY OF STATE

EX: 1153 CT: 29964 HH: 56278

C 121595

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. MEMBERS.

The corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these articles grant the Board of Directors of the corporation. A person shall become a member of the corporation upon purchase of one or more lots(real property) in the Green Acres Subdivision. The membership certificate shall describe the land or lot to which such membership is appurtenant. Joint or common owners of any lot shall have only one membership and one vote in the corporation.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five(5) individuals, each of whom at all times, shall be a member of the corporation. The actual number of Directors shall be fixed by the Bylaws of the corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members in the manner and for the term provided by the Bylaws of the corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Gordon Connell	416 North Birch, Shoshone, ID 83352
Nancy Connell	416 North Birch, Shoshone, ID 83352
Mary Kaiser	802 Canyon Rd, Hailey, ID 83333

ARTICLE IX. MEMBERSHIP ASSESSMENTS.

Membership assessments shall be charged to all members or classes of membership in equal amounts or in different amounts of proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership assessments. The Board of Directors is authorized to fix the amount of the assessments from time to time, but not

less than annually, and to make them payable at such times or intervals, and upon such notice; and by such methods as the Board of Directors may prescribe. The assessments shall be secured by a lien upon the real property to which membership rights are appurtenant.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, distribute all assets of the corporation consistent with the purposes of the corporation to such qualified organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of this corporation.

ARTICLE XI. INCORPORATOR.

The name and street address of the incorporator is Gordon Connell, 416 North Birch, Shoshone, ID 83352.

ARTICLE XII. BYLAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws.

Dated this 31 day of October, 1997.

Gordon Connell
Incorporator.