



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

KIMBERLAND HOMEOWNERS' ASSOCIATION, INC.

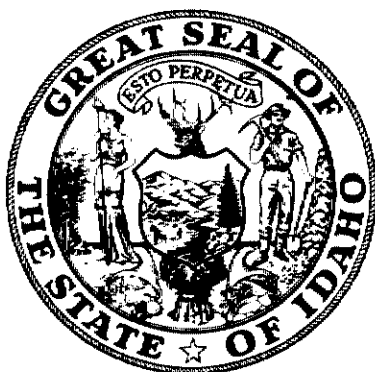
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

KIMBERLAND HOMEOWNERS' 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 _____ **April 3** , 19 **89** .



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

APR 3 3 56 PM '89
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
KIMBERLAND
HOMEOWNERS' ASSOCIATION, INC.
A Nonprofit Corporation

In compliance with the requirements of Title 30, Chapter 3, Idaho Code, the undersigned, all of whom are residents of Idaho and all of whom are of majority age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of this corporation is KIMBERLAND HOMEOWNERS' ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at the residence of Robert Linville, Sorrell Drive (no street number) in Kimberland Meadows, New Meadows, Idaho 83654.

ARTICLE III

Robert Linville, whose address is Sorrell Drive (no street number) in Kimberland Meadows (P.O. Drawer N), New Meadows, Idaho 83654, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWER OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof. The purposes of the Association are to provide further protection, maintenance and enhancement of the properties and homes in the Kimberland Meadows Development and to promote the health, safety and welfare of the residents of the described property. The Association shall be empowered to:

(a) Fix, levy and collect membership dues from all Association members; to pay all expenses in connection therewith and all office and 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;

(b) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of members; and

(c) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act by law may now or hereafter have or exercise.

(d) To organize the actions of the Association members in dealing with the Kimberland Meadows Property Owners Association, Inc. ("KMPOA"), and to solicit proxies of all members of KMPOA to that end.

ARTICLE V

MEMBERSHIP

Every person or entity (except the subdivision developer) who is a record owner of a fee or undivided fee interest in any Lot which is subject to the First Amended and Restated Declaration of Protective Covenants, Conditions and Restrictions for Kimberland Meadows Subdivision (recorded as Instrument No. 71874, records of Adams County, Idaho), shall be eligible to be a member of the Association. The foregoing shall not 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 a Lot. Persons eligible for membership, as aforesaid, may become members by written request, and upon payment in advance of annual Association dues in the sum of \$ 200.00 for Class A members and in the sum of \$ 40.00 for Class B members (or such other sums as may be established, from time to time, by resolution of the Board of Directors of the Association). Membership shall cease when a member fails or refuses to pay the annual dues established and levied by the Board of Directors. The dues for Class B members of the Association may be fixed by the Board of Directors at a lesser amount than for Class A members.

ARTICLE VI
VOTING RIGHTS

The Association shall have two (2) classes of voting membership, as follows:

Class A. Class A members shall be all Lot owners whose Lots are improved with a residential structure, and shall be entitled to five (5) votes for each residentially improved Lot owned. When more than one (1) person holds an interest in any such Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than five (5) votes be cast with respect to any Lot.

Class B. The Class B members shall be comprised of all members who are the legal owner of a Lot not improved with a residential structure and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any such Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLES VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed initially by a board of five (5) directors, who shall be members of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME	ADDRESS
Robert Linville	<u>P. O. Drawer N (Sorrel Drive)</u> <u>New Meadows, Idaho 83654</u>
Fred Meyer	<u>P. O. Box 299 (Syringa Drive)</u> <u>New Meadows, Idaho 83654</u>
James Alexander	<u>P. O. Box L (Syringa Drive)</u> <u>McCall, Idaho 83638</u>
Donna Eggleston	<u>P. O. Box 74 (Yarrow Drive)</u> <u>New Meadows, Idaho 83654</u>

Ralph Bass

P. O. Box 349 (Valley View Drive)

New Meadows, Idaho 83654

At the first annual meeting the members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years, and one (1) director for a term of three (3) years. At each annual meeting thereafter, the members shall elect the number of directors whose terms are expiring, for a term of three (3) years. The number of directors and the terms for which they are to be elected may be changed by provision of the Bylaws; provided however, that no change shall eliminate an elected director's office or shorten its term.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than one hundred percent (100%) of the then current Class A members in good standing. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the Third Judicial District of the State of Idaho, in and for Adams County, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

NONPROFIT LIMITATIONS

No part of the net earning of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association 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 IV hereof. No substantial part of the activities of the

Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association 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)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X

DURATION

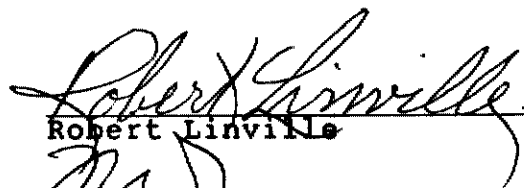
The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the Class A members.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 31st day of March, 1989.


Robert Linville


Fred Meyer


James Alexander

STATE OF IDAHO)
) ss.
County of Adams)

On this 31st day of March, 1989, before me,
the undersigned, a Notary Public in and for said State,
personally appeared Robert Linville, Fred Meyer, and James
Alexander, known or identified to me to be the persons whose
names are subscribed to the foregoing instrument, and
acknowledged to me that they 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.

Sanderson L. Moats
Notary Public for Idaho
Residing at New Meadows, Idaho
My Commission Expires 8-7-91