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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

ASHTON HILL ESTATES PROPERTY OWNERS ASSOCIATION, INC.

We, the undersigned, being lawful age and being residents of the State of Idaho, do hereby certify that we have this day voluntarily incorporated for the purpose of forming a mutual non-profit cooperative association under the laws of the State of Idaho and particularly Chapter 3 of Title 10, Idaho Code, and do hereby adopt the following Articles of Incorporation, to-wit:

ARTICLE I

Name and Location

The name of the association is ASHTON HILL ESTATES PROPERTY OWNERS ASSOCIATION, INC. and its principal place of business and mailing address is PO. Box 462, Ashton, Idaho 83420.

ARTICLE II

Registered Agent

The location and physical address of its registered agent's office is 3489 Green Canyon Road, Ashton, Idaho 83420. The name of its registered agent at such address is Keith Hobbs.

ARTICLE III

Nonprofit Corporation

That this corporation is a nonprofit corporation and no part of its income shall be distributed to its members, directors or officers as dividends or profits.

ARTICLE IV

Duration

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

ARTICLE V

Purposes

The nature of the business and the object and purpose of this corporation shall be as follows:

- (a) To develop a community designed for healthful and harmonious living.
- (b) To promote the collective and individual property interests and rights of all persons, firms and corporations and other entities owning property in the subdivision known as Ashton Hill Estates Subdivision, Fremont County, Idaho.
- (c) To acquire, maintain, control, expand, improve and repair roadways and common property.
- (d) To assess and collect from its members all such dues, charges, and assessment which may be appropriate to further the purpose of the corporation.

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(e) To cooperate with the owners of all lots and plots now existing or that hereafter shall exist in the subdivision in keeping them in good order and condition, in preventing them from becoming a nuisance and a detriment to the beauty of the lots and plots and to the value of the improved property herein, and to take any action with reference to such lots and plots as may be necessary or desirable to keep them from becoming such nuisance and detriment.

(f) To aid and cooperate with the members of this corporation and all property owners in the subdivision in the enforcement of all conditions, covenants and restrictions on and appurtenant to their property as are now in existence, as well as any other conditions, covenants and restrictions as shall hereafter be approved by the members of the corporation.

(g) In general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents and owners of any portions of the subdivision.

(h) To acquire, own or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objects, and to exercise all rights, powers and privileges of ownership to the same extent as natural persons might or could do.

(i) To exercise any and all other powers that may be delegated to it from time to time by the owners of the real property in the subdivision.

(j) To exercise or to attempt to exercise influence regarding legislation, laws or political proceedings as is necessary to preserve the benefits, enjoyment and privileges of the property owners in the subdivision.

ARTICLE VI

Membership

Each owner of a lot in Ashton Hills Estates shall be a member of the corporation. Such membership shall at all times be identified with the owner of the lot as properly recorded in the appropriate records of Fremont County, Idaho. No membership shall be subject to, or conditional upon, the approval of the Board of Directors or other members. Membership in this nonprofit corporation shall be evidenced by a certificate of membership. There shall be one vote for each property lot, whether owned in community, jointly, separately or otherwise. Membership and continuation thereof shall be dependent upon the ownership of a lot in the subdivision. There shall be no expulsion of a member or cancellation of voting rights of any member so long as the member is not delinquent in the payment of dues or assessments and is so qualified.

In accordance with the Ashton Hill Estates Protective Covenants, the Ashton Hill Estates Subdivision consists of 21 lots, excluding Lot 19 and Tract A; therefore, the owners of Lot 19 and Tract A located in Ashton Hill Estates shall not be members of this corporation.

ARTICLE VII

Dues and Assessments

Each member agrees and covenants with the other members and with the corporation to pay dues and assessments prescribed by the corporation for the purposes provided in these Articles of Incorporation and any duly adopted By-Laws. Dues and assessments shall be made and collected on lots in the subdivision owned by members as provided in the By-Laws of this corporation. Dues and assessments shall be levied at a uniform rate for all lots within a specific category of lots as provided in the By-Laws of this corporation in effect from time to time. The payment of dues or assessment,

together with interest thereon, shall be secured by a lien on the lot in the subdivision upon recordation of a notice of a delinquency in payment of the dues or assessments. Such lien may be enforced by the corporation, after the failure of the member to pay such assessment, by sale of the property lot in the manner permitted by law. The payment of any dues and assessments against a lot shall be the personal obligation of the member owning the lot. Suit for collection may be instituted by the corporation without foreclosure or waiver of the lien herein provided.

ARTICLE VIII

By-Laws

By-Laws, not inconsistent with the Articles of Incorporation, shall initially be adopted by the incorporators. By-Laws may be amended or repealed as provided in the By-Laws of this corporation.

ARTICLE IX

Incorporators

The name and address of the incorporators are

Keith Hobbs, 3489 Green Canyon Road, Ashton, Idaho 83420
Stephanie Lee, 1636 W Ashton Hill Loop, Ashton, Idaho 83420
Roger Williams, 1626 West Ashton, Hill Loop, Ashton, Idaho 83420
Mark Christensen, 1666 Ashton Hill Court, Ashton, Idaho 83420
Larry Chalton, 1670 Ashton Hill Court, Ashton, Idaho 83420
Jeff Dufault, 157 Woodhaven Lane W, Idaho Falls, Idaho 83404
Dale Cook, 229 North Lloyd Circle, Idaho Falls, Idaho 83402
Brian Williams, 1636 West Ashton, Hill Loop, PO Box 627, Ashton, Idaho 83420

ARTICLE X

Officers of the Association

The officers of the association shall be a President, Vice President and Secretary/Treasurer.

ARTICLE XI

Board of Directors

The number of directors constituting the initial Board of Directors is five (5) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or members or until his successors are elected and qualify is:

Keith Hobbs, 3489 Green Canyon Road, Ashton, Idaho 83420. (Acting president)
Stephanie Lee, 1636 W Ashton Hill Loop, Ashton, Idaho 83420 (Secretary)
Roger Williams, 1626 West Ashton, Hill Loop, Ashton, Idaho 83420
Mark Christensen, 1666 Ashton Hill Court, Ashton, Idaho 83420
Larry Charlton, 1670 Ashton Hill Court, Ashton, Idaho 83420
Jeff Dufault, 157 Woodhaven Lane W, Idaho Falls, Idaho 83404
Dale Cook, 229 North Lloyd Circle, Idaho Falls, Idaho 83402
Brian Williams, 1636 West Ashton, Hill Loop, PO Box 627, Ashton, Idaho 83420

Vacancies on said Board of Directors shall be filled for the unexpired term by appointment by the remaining membership of said board. Seven (7) days written notice of any meeting of the association shall be provided unless waived in writing by all members. All actions and decisions of the association and of the Board of Directors shall be recorded by written entries in the permanent records of the association.

Directors, as such, shall not receive any salaries for their services.

Directors may take any action which they are required or permitted to take without a meeting by unanimous written consent, setting forth the actions so taken, signed by all of the directors entitled to vote thereon.

ARTICLE XII

Amendments

Any proposed amendment to these Articles of Incorporation shall be by printed ballot stating the proposed amendment and mailed to each of the members at least thirty (30) days prior to any annual or special meeting of the members, together with a notice stating the date, time and place of the meeting of the members at which the proposed amendment shall be considered and voted upon. Amendments to these Articles of Incorporation shall be made by an affirmative vote of a majority vote of the members.

ARTICLE XIII

Voting Rights

Voting rights of the association members shall be one-vote for each member as set forth in Article VI.

ARTICLE XIV

Voting by Proxy

The voting by proxy is hereby authorized. However, such proxy shall be in writing and no proxy shall be valid beyond eleven (11) months and shall not be binding upon the purchaser of property from the grantor of the proxy.

ARTICLE XV

Personal Liability


The members, officers and directors of the association shall not be held individually responsible as such for any debts, contracts, acts, deeds, engagements, or other liabilities of the association to others which arise out of court, contract, or otherwise, and the association shall indemnify and hold harmless its officers or members of and from such personal liability, except for willful negligence, intentional tort, or infidelity to the membership and/or corporation.

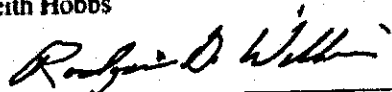
ARTICLE XVI

Dissolution

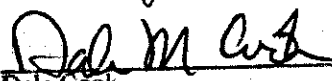
Upon a dissolution of the Association by a majority vote of the Association members, or if this Corporation is dissolved by lapse of renewal of the corporate license or if the Corporation is terminated for any reason, the Board of Directors shall liquidate all assets with the stipulation that any funds in excess of liabilities shall be used to improve the Ashton Hill Estates Subdivision.

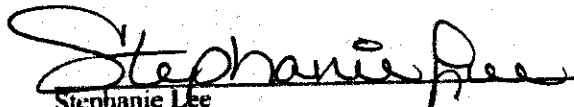
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 20 day of DECEMBER, 2007.



Keith Hobbs



Roger Williams



Larry Chalton


Dale Cook


Stephanie Lee


Mark Christensen


Jeff Dugault


Brian Williams