

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

GOLDEN MANOR ADULT MOBILE HOME RESORT 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 _____

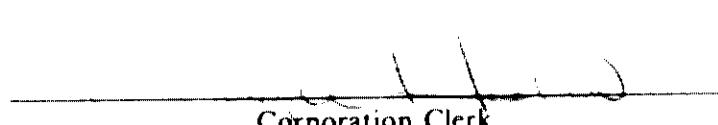
GOLDEN MANOR ADULT MOBILE HOME RESORT OWNERS' ASSOCIATION, INC.
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

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 January 9, 19 89.



SECRETARY OF STATE


Corporation Clerk

ARTICLES OF INCORPORATION
OF
GOLDEN MANOR ADULT MOBILE HOME RESORT
OWNERS' ASSOCIATION, INC.

29 JAN 9 77 9 23

In compliance with the requirements of Idaho Nonprofit Corporation Act, as set forth in Chapter 3, Title 30, Idaho Code, Volume 5B, the undersigned, being a natural person of full age and a citizen of the United States, for the purpose of forming a nonprofit corporation, does hereby certify:

ARTICLE I.

The name of the corporation is GOLDEN MANOR ADULT MOBILE INC.
HOME RESORT OWNERS' ASSOCIATION, hereafter called the "Association".

ARTICLE II.

The registered office of the Association is located at 4200 Philbin Road, Pocatello, Idaho, 83202.

ARTICLE III.

Marvin Halbert, 4200 Philbin Road, Space 111, Pocatello, Idaho, 83202, 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, preservation, and

architectural control of the residence Lots and Common Area within that certain tract of property described as:

A parcel of land located in the Southwest 1/4 of Section 9, Township 6 South, Range 34 East, Boise Meridian, described as follows:

Commencing at the West 1/4 corner of Section 9, Township 6 South, Range 34 East, Boise Meridian; thence South $00^{\circ}40'16''$ East along the west line of Section 9 for a distance of 268.83 feet; thence North $89^{\circ}19'44''$ East 50.01 feet to a point in the East right of way line of Philbin Road and the South right of way line of Interstate Highway I-86, said point being the Northwest corner of Golden Hills Manor - Phase 1 (a subdivision recorded in Bannock County as Instrument 781471) the Point of Beginning; thence following the west, south, and east boundaries of Golden Hills Manor-Phase 1 for the next thirteen (13) courses:

1. South $00^{\circ}47'20''$ West along the said right of way line of Philbin Road for a distance of 981.46 feet; thence
2. Continuing along the said right of way line South $00^{\circ}40'16''$ East 499.88 feet; thence
3. South $89^{\circ}25'27''$ East 268.53 feet; thence
4. South $51^{\circ}09'33''$ East 112.83 feet; thence
5. North $38^{\circ}50'27''$ East 140.00 feet; thence
6. North $49^{\circ}59'57''$ East 96.37 feet; thence
7. South $51^{\circ}18'04''$ East 181.57 feet; thence
8. North $89^{\circ}22'07''$ East 439.90 feet; thence
9. North $26^{\circ}38'57''$ East 31.57 feet; thence
10. North $78^{\circ}04'59''$ East 40.51 feet; thence
11. North $77^{\circ}58'14''$ East 139.95 feet to the West 1/16 line of said Section 9; thence
12. North $00^{\circ}41'49''$ West along the said 1/16 line for a distance 284.56 feet to the Southwest 1/16 corner of said Section 9; thence
13. Continuing along the said 1/16 line North $00^{\circ}35'01''$ West 412.87 feet to the northeast corner of Lot 16, Block 5, of the said Golden Hills Manor-Phase 1; thence

Continuing along the said 1/16 line for a distance of 733.18 feet to an intersection with the south right of way line of Interstate Highway I-86; thence Westerly along the South right of way line of Interstate Highway I-86 for the following four (4) courses:

North 89°43'51" West for a distance of 226.53 feet to an angle point; thence

South 85°08'41" West for a distance of 100.46 feet to an angle point; thence

North 89°48'16" West 548.66 feet to the Northeast corner of Block 5 of the said Golden Hills Manor-Phase-1; thence

North 89°45'37" West 392.19 feet to the point of beginning.

and 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 shall have the power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded, or to be recorded, in the office of the County Recorder of Bannock County, Idaho, 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, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of

the Declaration; 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;

(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 Association;

(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 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 each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit 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 each class of members,

(g) 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.

ARTICLE V.

MEMBERSHIP

Every person or entity who is a record owner of a fee simple title, or undivided fee simple interest in any Lot which is subject by the Declaration to assessment by the Association, including contract sellers, shall be a member of the 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 Lot which is subject by the Declaration to assessment by the Association.

ARTICLE VI.

VOTING RIGHTS

This Association shall have two classes of voting membership:

CLASS A. Class A members shall be all record owners with the exception of the Declarant, and shall be entitled to one vote for each Lot, all such persons shall be members and the vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

CLASS B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3)

votes for each Lot owned. 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 equals the total votes outstanding in the Class B Membership; or

(b) on January 1, 2000.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By Laws of the Association, but no decrease in number shall have the effect of shortening the term of any incumbent Director. The names and address of the persons who are to act in the capacity of directors until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Marvin Halbert	4200 Philbin Rd., Pocatello, ID, 83202
Mary Jane Halbert	4200 Philbin Rd., Pocatello, ID, 83202
Michael Halbert	4200 Philbin Rd., Pocatello, ID, 83202
Edgar Stroup	4200 Philbin Rd., Pocatello, ID, 83202
Ruby Stroup	4200 Philbin Rd., Pocatello, ID, 83202
Susan Peterson	4200 Philbin Rd., Pocatello, ID, 83202
Randy Peterson	4200 Philbin Rd., Pocatello, ID, 83202
Kevin Pace	4200 Philbin Rd., Pocatello, ID, 83202
Todd Stoddard	4200 Philbin Rd., Pocatello, ID, 83202

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

ARTICLE VIII.

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX.

DURATION

The corporation shall exist perpetually.

ARTICLE X.

AMENDMENTS

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

ARTICLE XI.

PHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution, and amendment of these Articles.

IN WITNESS WHEREOF, I have set my hand this 5th day of January, 1989.

Marvin J. Halbert

Marvin J. Halbert

STATE OF IDAHO)
)
) ss
County of Bannock)

On this 5th day of January, 1989, before me, personally appeared MARVIN J. HALBERT, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he 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.

Jane Harris

Notary Public for Idaho
Residing at Pocatello, Idaho
My Commission expires: 1/10/93