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ARTICLES OF INCORPORATION

**SECRETARY OF STATE
STATE OF IDAHO**

OF

SOMERSET FARMS HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME: The name of the corporation shall be Somerset Farms Homeowners Association, Inc. This corporation is a nonprofit corporation.

ARTICLE 2. DURATION: The duration of this corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS: The purposes for which the corporation is organized are to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and any other activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. Without limiting the foregoing, it is expressly provided hereby that:

- (a) The corporation shall exercise all of the powers and privileges and perform all of the duties and obligations of the Association (as defined in the Declaration) as set forth in the Revised and Restated Declaration of Covenants, Conditions and Restrictions for Lockey Subdivision (hereinafter "Declaration") recorded in the Office of the Ada County Recorder as Instrument No. 2014-097738, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set out at length.
- (b) The corporation shall fix, levy, collect and enforce payment by any lawful means, all charges or assessments, regular, special or default, authorized to be made under the Declaration.

ARTICLE 4. MEMBERSHIP: Every person or entity who is a record owner of a fee or undivided fee interest in any Lot (as defined in the Declaration) which is subject to the Declaration, excluding Common Area Lots (as defined in the Declaration), including contract sellers, shall be a member of the corporation. The foregoing is not intended to include persons or entities holding an interest merely as security for the performance of an obligation. No owner shall have more than one membership for each Lot owned. Membership shall be appurtenant to and may not be separated from ownership of any Lot. Ownership of such Lot shall be the sole qualification for membership.

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ARTICLE 5. VOTING RIGHTS: The corporation shall have two classes of voting membership.

Class A: Class A members shall be all Owners (as defined in the Declaration), with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any 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 vote be cast with respect to any Lot. Fractional votes shall not be allowed. A vote cast by any of such Owners shall be conclusively presumed to be the vote attributable to the Lot concerned unless an objection is immediately made by another Owner of the same Lot. In the event an objection is made, the vote involved shall not be counted for any purpose whatsoever other than to determine whether a quorum exists. The vote applicable to any said Lot being sold under contract of purchase may be exercised by the contract seller, unless delegated to the contract purchaser as more fully set forth in the Declaration.

Class B: Class B member(s) shall be the Declarant who shall be entitled to five (5) votes for each Lot owned. The Class B membership shall be converted to Class A membership on the first to occur of the following events:

A. When the total number of votes held by the Class A Members becomes equal the total number of votes held by the Class B Member; or

B. On the expiration of seven (7) years from the date on which the Declaration is filed for record in the office of the County Recorder of Ada County, Idaho.

ARTICLE 6. REGISTERED OFFICE AND AGENT: The address of the initial registered office of this corporation is 99 E. State Street, Suite 200, Eagle, Idaho 83616, and the name of its initial registered agent at such address is Paul E. Johnson.

ARTICLE 7. DIRECTORS: The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify, or unless they resign or are removed, are:

Paul E. Johnson	99 E. State Street, Suite 200, Eagle, Idaho 83616
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Steve Gibson	99 E. State Street, Suite 200, Eagle, Idaho 83616
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Larry Serr	99 E. State Street, Suite 200, Eagle, Idaho 83616
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ARTICLE 8. INCORPORATOR: The name and address of the incorporator are as follows:

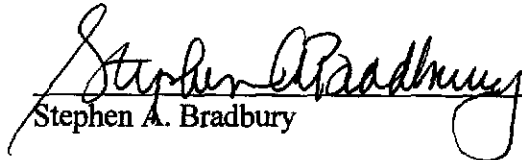
Stephen A. Bradbury	1015 W. Hays Street, Boise, ID 83702
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ARTICLE 9. AMENDMENT OF ARTICLES: These Articles may not be amended without at least 66-2/3% of the membership votes being cast in support of such amendment.

ARTICLE 10. DISSOLUTION: Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be dedicated to a public body or conveyed to a nonprofit organization with similar purposes.

ARTICLE 11. LIMITATION OF LIABILITY: A director of this corporation shall not be personally liable to this corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Idaho Nonprofit Corporation Act (the "Act") is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article 11 by the members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

EXECUTED this 4th day of March, 2015, by the undersigned incorporator.


Stephen A. Bradbury

IDAHO SECRETARY OF STATE
03/04/2015 05:00
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