



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

INDEPENDENCE CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **19th** day
of **October** A. D. One Thousand Nine Hundred **Seventy-seven** and
~~will be~~
/ is duly recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
Perpetual existence from the date hereof, with its registered office in this State located at
Boise, Idaho in the County of **Ada**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **19th** day of **October**
A.D., 19 **77** .

Secretary of State.

ARTICLES OF INCORPORATION
of

INDEPENDENCE CONDOMINIUM
HOMEOWNERS ASSOCIATION, INC.

The undersigned being of legal age and being citizens of The United States of America, do hereby associate themselves as incorporators thereof for the purpose of forming a non-profit corporation under the laws of the State of Idaho, according to and in compliance with the provisions of Idaho Code, Section 30-1001 et seq.) and we do hereby adopt Articles of Incorporation as follows:

ARTICLE I

Name

The name of the corporation shall be INDEPENDENCE CONDOMINIUM HOMEOWNERS ASSOCIATION, INC., hereinafter called the Association.

ARTICLE II

Duration

1. The duration of this corporation shall be perpetual.

ARTICLE III

Purpose

1. The purpose for which the Association is organized is to provide the management body entity pursuant to the Condominium Property Act, Chapter 15 of Title 55, Idaho Code, for the operation of the INDEPENDENCE CONDOMINIUM, located upon the following land:

Situating in Ada County, State of Idaho, all of lots twenty-one (21) twenty-three (23) and twenty-five (25) in Block 2; except the west 120 feet of lots 23 and 25 in Block 2 of Country Club Subdivision No. 10, according to the official plat thereof filed in Book 9 of Plats at Page 439, Official Records of Ada County, Idaho.

2. The Association shall make no distributions of in-

come to its members, directors, or officers.

3. This corporation shall be a non-profit, non-political and non-sectarian organization.

ARTICLE IV

Powers

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and which are not inconsistent with the provisions of Chapter 10, Title 30, Idaho Code.

2. The Association shall have all of the powers and duties set forth in the Condominium Property Act except as limited by these Articles and the Declaration of Condominium, hereinafter called the Declaration, and all of the powers and duties reasonably necessary to operate the condominium as set forth in the Declaration and as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members to defray the costs, expenses, and losses of the condominium.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace, and operate the condominium property.

(d) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members.

(e) To reconstruct improvements after casualty and to further improve the property.

(f) To make and amend reasonable regulations respecting the use of the property in the condominium; provided, however,

that all such regulations and amendments thereto shall be approved by more than fifty per cent (50%) of the votes of the entire membership of the Association before such shall become effective.

(g) To approve or disapprove the transfer, mortgage, and ownership of units as may be provided by the Declaration and the By-laws.

(h) To enforce by legal means the provisions of the Condominium Property Act, the Declaration, these Articles, the By-laws of the Association, and the regulations for the use of the condominium property.

(i) To contract for the management of the condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the membership of the Association.

(j) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

(k) To employ personnel to perform the services required for proper operation of the condominium.

3. The Association shall not have the power to purchase a unit of the condominium. This provision shall not be changed without unanimous approval of the members.

4. All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles, and the By-laws.

5. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-laws.

ARTICLE V

Membership

1. The members of the Association shall consist of all of the record owners of units in the condominium. Each unit shall be entitled to one membership evidenced by a certificate of membership. Each and every member shall be entitled to vote and share in the property of the corporation equally with one another.

2. Change of membership in the Association shall be established by the recording in the public records of Ada County, State of Idaho, of a deed or other instrument establishing a record title to a unit in the condominium and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the Association. The membership of the prior owner shall be thereby terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to his unit. A record owner may assign and transfer unit voting rights to a purchaser of that unit provided that it be in writing and that a certified true copy of such writing be delivered to the Association.

4. The members of the Association shall be entitled to one vote for each unit owned by them. Individual units shall not be divided, split or appropriated so as to give a greater benefit to one unit than another. New members shall be entitled to vote and share in the property of the corporation equally with the old members in accordance with these Articles of Incorporation. The manner of exercising voting rights shall be determined by the By-laws of the Association.

ARTICLE VI

Directors

1. The affairs of the Association will be managed by a

Board consisting of the number of directors as shall be determined by the By-laws, but not less than three directors, and in the absence of such determination shall consist of three directors.

2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

3. The first election of directors shall not be held until after all of the units of the condominium have been sold by the developer of the condominium, or until after November 1, 1978, or until such developer elects to terminate their control of the condominium, whichever shall first occur. The directors herein named shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors. The directors named herein shall not be entitled to succeed themselves unless they own one or more of the condominium units at the time of any such election.

4. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Jack J. Barbee
4110 Targee
Boise, Idaho 83705

Louise Barbee
4110 Targee
Boise, Idaho 83705

Mary Jean Tarleton
P.O. Box 2836
Boise, Idaho 83701

ARTICLE VII

Officers

The affairs of the Association shall be administered by the officers elected by the Board of Directors at its first meet-

ing following the annual meeting of the members of the Association, which officers shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are listed below. These listed officers shall not be entitled to succeed themselves in any office unless that officer is a unit owner at the time of any such election.

President:	Jack J. Barbee 4110 Targee Boise, Idaho
Vice-President	Louise Barbee 4110 Targee Boise, Idaho
Secretary:	Louisa Barbee 4110 Targee Boise, Idaho

ARTICLE VIII

Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of wilful misfeasance or wilful malfeasance in the the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX

By-laws

The first By-laws of the Association shall be adopted by the Board of Directors, and may be altered, amended, or rescinded in the manner provided by the By-laws.

ARTICLE X

Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting.

3. Approval of an amendment must be by not less than two-thirds of the entire membership of the Board of Directors and by not less than five-sevenths of the votes of the entire membership of the Association, or by not less than six-sevenths of the votes of the Association.

4. No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3 of Article III, without approval in writing by all members.

5. A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Ada County, Idaho.

ARTICLE XI

Subscribers

The names and residences of the subscribers of these Articles of Incorporation are as follows:

Jack Barbee	4110 Targee Boise, Idaho 83705
Louise Barbee	4110 Targee Boise, Idaho 83705
Betty Brackus	P.O. Box 2836 Boise, Idaho 83701
Thomas C. Frost	P.O. Box 2836 Boise, Idaho 83701
Wilbur T. Nelson	P.O. Box 2836 Boise, Idaho 83701

IN WITNESS WHEREOF the subscribers have hereto affixed their signatures on this 19th day of October, 1977.



Jack Barbee



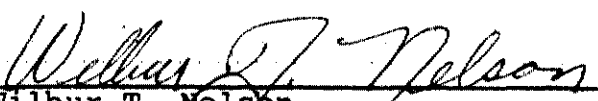
Louise Barbee



Betty Brackus



Thomas C. Frost

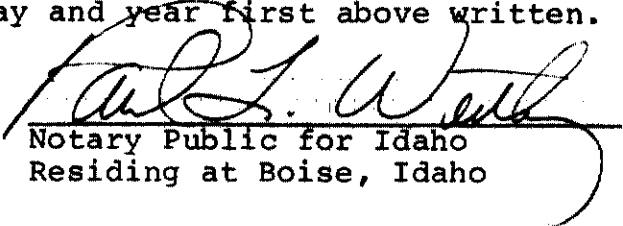


Wilbur T. Nelson

STATE OF IDAHO)
) ss.
County of Ada)

On this 19th day of October, 1977, before me, a notary public in and for said State, personally appeared JACK BARBEE, LOUISE BARBEE, BETTY BRACKUS, THOMAS C. FROST, and WILBUR T. NELSON, known to me to be the persons whose names are subscribed to the within 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 first above written.



Notary Public for Idaho
Residing at Boise, Idaho