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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

RIVERNEST 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 RIVERNEST 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: July 7, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By

Walter Flint

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

RIVERNEST HOMEOWNERS' ASSOCIATION, INC.

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be RIVERNEST HOMEOWNERS' ASSOCIATION, INC. (hereinafter, the "Corporation").

ARTICLE II
TERM

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

ARTICLE III
NONPROFIT

This Corporation shall be a nonprofit, membership corporation.

ARTICLE IV
REGISTERED AGENT

The location and street address of the initial registered office of this Corporation shall be 2800 East Boise Avenue, Boise, Idaho, 83706, and Sandra J. Johnson is hereby appointed the initial registered agent of the Corporation.

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Corporation is formed are to provide for certain regulations of the use and architectural control of the Building Lots and Common Areas located in Riverneast Subdivision according to the plat thereof recorded in the official records of Ada County, Idaho (the "Subdivision"), which Building Lots

and Common Areas are a portion of the Property covered by the Master Declaration of Covenants, Conditions and Restrictions for Natures Wood Duck Island Subdivision recorded in the official records of Ada County, Idaho ("Master Declaration") and the Rivernest Supplement to the Master Declaration ("Rivernest Supplement"); and to promote the health, safety and welfare of the residents within the Subdivision; and for this purpose to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Master Declaration and Rivernest Supplement as amended from time to time as therein provided, said Master Declaration and Rivernest Supplement being incorporated herein as if set forth at length;

(B) Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Master Declaration and Rivernest Supplement and all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation;

(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 Corporation under the limitations imposed by the Master Declaration and Rivernest Supplement;

(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) 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 comply with the requirements of the Master Declaration and Rivernest Supplement;

(F) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in the Bylaws, the Master Declaration, Rivernest Supplement, Rivernest Bylaws, and the amendments and supplements thereto.

ARTICLE VI

MEMBERSHIP

Each person or entity holding fee simple interest of record to a Building Lot which is a part of the Property, and sellers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an

obligation, shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Building Lot located in the Subdivision.

ARTICLE VII **VOTING RIGHTS**

The Corporation shall have two classes of voting membership:

(A) Class A. The Class A Members shall be all Owners of Building Lots within the Subdivision, with the exception of the Grantor, and shall be entitled to one vote for each Building Lot owned. When more than one person holds an interest in any Building Lot, all such persons shall be Members, but in no event shall more than one vote be cast with respect to any Building Lot. The Grantor shall become a Class A Member when the Class B membership ceases as described below.

(B) Class B. The Class B Member shall be the Grantor, and shall be entitled to five (5) votes for each Building Lot owned by Grantor in the Subdivision.

The Class B membership shall cease to be a voting Member in the Master Association when the total cumulative vote of the Class A Members equals or exceeds the total votes of the Class B Members; provided that the Class B membership shall not cease before the expiration of ten (10) years from the date on which the first Building Lot is sold to an Owner.

ARTICLE VIII **MEMBERSHIP**

There shall be one (1) membership in the Association for each Building Lot located in the Subdivision. Members of the Corporation must be and remain Owners of Building Lots within the Subdivision, and the Corporation shall include as Members all Owners of Building Lots within the Subdivision.

ARTICLE IX **BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of three (3) Directors, who need not be Members of the Association. The number of Directors may be changed by amendment of the Rivernest Bylaws of the Corporation, but in no event shall the number be less than three (3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Sandra J. Johnson

2800 East Boise Ave.
Boise, Idaho 83706

Larry D. Knapp

10812 West Crusier Dr.
Boise, Idaho 83709

William D. Tate

209 West Linden
Boise, Idaho 83706

ARTICLE X **ASSESSMENTS**

Each Member shall be liable for the payment of Assessments provided for in the Master Declaration and Riverneest Supplement and as set forth in the Riverneest Bylaws of the Corporation.

ARTICLE XI **RIVERNEST BYLAWS**

The Riverneest Bylaws of this Corporation may be altered, amended, or new Riverneest Bylaws adopted at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of a majority of each class of Members.

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the Corporation, and the Members for the payment of Assessments, the Riverneest Bylaws may incorporate by reference the provisions of the Master Declaration and Riverneest Supplement.

ARTICLE XII **DISSOLUTION**

The Corporation may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each class of Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the real property and other assets of the Corporation shall be: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created; or (ii) granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes; or (iii) distributed to the Owners of Building Lots to be held by them as tenants in common in proportion to the number of Building Lots within the Subdivision. The determination of the liquidating distribution of the real property and other assets of the Corporation as provided above, shall be determined by vote of a majority of the Owners of Building Lots as part of the Member vote on dissolution.

ARTICLE XIII
AMENDMENTS

Amendment of these Articles of Incorporation shall require the assent of not less than three-fourths (3/4) of each class of Members and, if required by the Master Declaration or the Rivernest Supplement, the consent of holders of first mortgages on Building Lot(s) who have requested of the Corporation in writing to provide them notice of proposed action which affects their interests. No amendment which is inconsistent with the provisions of the Master Declaration or the Rivernest Supplement shall be valid.

ARTICLE XIV
MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Master Declaration, and the Rivernest Supplement, including, without limitation, "Assessments", "Board", "Building Lot", "Bylaws", "Common Area", "Grantor", "Member", "Owner", "Property", and "Rivernest Bylaws."

ARTICLE XV
INCORPORATION

JoAnn C. Butler, 277 North Sixth Street, Boise, Idaho 83702, shall be the incorporator of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of July, 1992.



JOANN C. BUTLER, Incorporator