

State of Idaho

Department of State

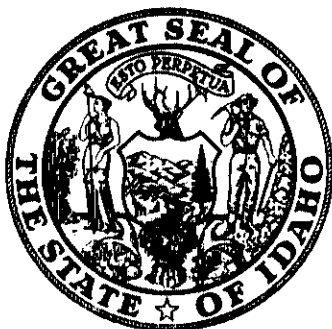
CERTIFICATE OF INCORPORATION OF

LAKWOOD UNIT NO. 5 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 LAKWOOD UNIT NO. 5 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: October 7, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

Oct 7 4 40 PM '93

SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
LAKEWOOD UNIT NO. 5 HOMEOWNERS ASSOCIATION, INC.
(A NONPROFIT CORPORATION)**

In compliance with the requirements of the Idaho Nonprofit Corporation Act, the undersigned, both of whom are residents of the city of Boise, Ada County, State of Idaho, and both of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a nonprofit corporation and do hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is LAKEWOOD UNIT NO. 5 HOMEOWNERS ASSOCIATION, INC., hereinafter called the "ASSOCIATION."

ARTICLE II

INITIAL OFFICE AND AGENT

The initial registered office of the ASSOCIATION shall be located at number 267 Greensboro Court in the city of Boise, state of Idaho 83706. The initial registered agent at that office shall be CHARLES GROSSMAN.

ARTICLE III

INCORPORATORS

The name and address of each incorporator is as follows:

CHARLES GROSSMAN
267 Greensboro Court
Boise, Idaho 83607

JOAN LAUGHLIN
3386 Chickory Way
Boise, Idaho 83706

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This ASSOCIATION does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which this ASSOCIATION is formed are to provide for the maintenance, preservation, and architectural control of the residence Lots and the Common Area within that certain tract of property described as:

All the lands located in Lakewood - Unit No. 5, a subdivision, according to the official plat thereof on file in the office of the County Recorder of Ada County, State of Idaho, in Book 41 of plats at pages 3373 and 3374.

and to promote the health, safety, and welfare of the residents within the above-described property and any additions thereto which may hereafter be brought within the jurisdiction of the ASSOCIATION and for this purpose to:

(a) exercise all the powers and privileges and to perform all 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 Ada 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 of 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 the 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 any 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 the 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/or Common Area, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of the members; and

(g) exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act 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 or undivided fee interest in any Lot which is subject by covenants of record 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 to assessment by the ASSOCIATION. Only one membership shall exist per Lot regardless of whether said Lot shall be owned by one or more entities. If any

Lot is owned by more than one person or entity, all owners together shall constitute the member of this ASSOCIATION.

ARTICLE VI

VOTING RIGHTS

Each member of the ASSOCIATION shall be entitled to one vote in all ASSOCIATION matters. Where a single membership is held jointly by more than one entity, all such entities as a group shall have one (1) vote only.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this ASSOCIATION shall be managed by a Board of five (5) 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. The names and addresses of the persons who are initially to act in the capacity of directors until the selection of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES GROSSMAN	267 Greensboro Court Boise, Idaho 83706
JAMES HORN	212 Greensboro Court Boise, Idaho 83706
JOAN LAUGHLIN	3386 Chickory Way Boise, Idaho 83706
SHEILA SCOTT	3374 Chickory Way Boise, Idaho 83706

NAME

ADDRESS

WANDA GROSSMAN

**267 Greensboro Court
Boise, Idaho 83706**

At the first annual meeting the members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years, and one (1) director for a term of three (3) years. At each annual meeting thereafter the members shall elect directors for the directors whose terms have expired.

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 the 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 agency refuses to accept such dedication, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization which is devoted to such similar purposes.

ARTICLE IX

DURATION

The ASSOCIATION shall have a perpetual existence.

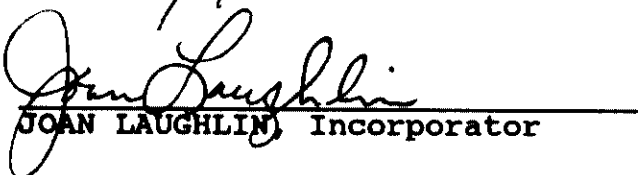
ARTICLE X

AMENDMENT

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

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this ASSOCIATION, having executed these Articles of Incorporation this 5th day of October, 1993.

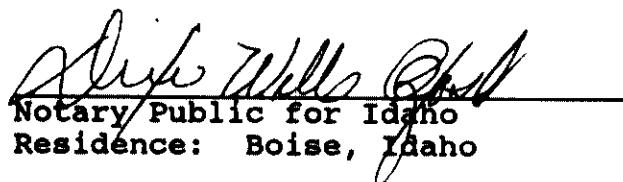

CHARLES E. GROSSMAN, Incorporator


JOAN LAUGHLIN, Incorporator

STATE OF IDAHO)
) ss.
County of Ada)

On this 5th day of OCTOBER, 1993, before me, the undersigned, a Notary Public in and for said state, personally appeared Charles E. Grossman, known 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 above written.


Notary Public for Idaho
Residence: Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 5th day of October, 1993, before me, the undersigned, a Notary Public in and for said state, personally appeared Joan Laughlin, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate above written.



Notary Public for Idaho
Residence: Boise, Idaho

3687A^02.P14

NOTARY PUBLIC
STATE OF IDAHO
DIXIE WELLS
BOISE, IDAHO

ARTICLES OF INCORPORATION - 8.