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**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**SHENANDOAH WEST NEIGHBORHOOD ASSOCIATION, INC.**

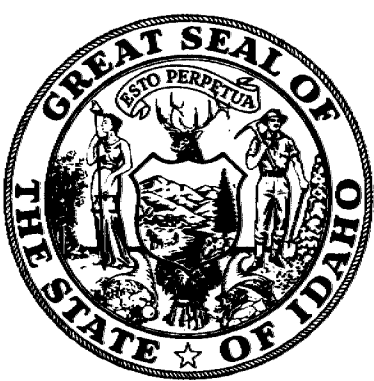
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**SHENANDOAH WEST NEIGHBORHOOD 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 November 21, 19 89.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*Elizabeth M. Zabalza*  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
SHENANDOAH WEST NEIGHBORHOOD  
ASSOCIATION, INC.

Mar 21 2 43 PM '89  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being each of us of full legal age and citizens of the United States and of the State of Idaho, do hereby certify that we have associated ourselves together for the purpose of forming a non-profit cooperative association or corporation under the laws of the State of Idaho pertaining thereto and hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is SHENANDOAH WEST NEIGHBORHOOD ASSOCIATION, INC., HEREAFTER CALLED THE "Association."

ARTICLE II.

The mailing address and principal office of the Association is P. O. Box 45298, Boise, Idaho 83704.

ARTICLE III

Terry Copple, whose address is 205 North 10th Street, Suite 530  
Boise, Idaho 83702, 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 the maintenance, preservation and architectural control of the residence lots within the following described real property, to wit:

All of the Shenandoah West Nos. 1, 2, 3, & 4 Subdivision, being a subdivision of a portion of the S $\frac{1}{2}$  of the NW $\frac{1}{2}$  and the N $\frac{1}{2}$  of the SE $\frac{1}{4}$  of Section 35, T. 4 N., R. 1 E., Boise, Ada County, Idaho, according to the plat thereof: Shenandoah West No. 1 on file in Book 51 of Plats, at Pages 4247 & 4248, Shenandoah West # II on file in Book 52 of Plats at Pages 4515 & 4516, Shenandoah West # III on file in Book 53 of Plats at Page 4772 and Shenandoah West #IV on file in Book 55 of Plats at Pages 4974 & 4975, records of Ada County, Idaho.

And further 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 for the purpose to:

4. 1 Exercise all of the powers and privileges and to perform all of the duties and obligations of the Grantor as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter referred to as the "Declaration," applicable to the property and recorded in the office of the County Recorder of Ada County, Idaho, as Instrument No's. 8139437, 94213337 and 8737521, Shenandoah # 3 being a re-plat of # 2, 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;

4. 2 Fix, levy and collect payment of dues, to pay 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;

4. 3 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;

4. 4 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 incurring;

4. 5 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;

4. 6 Participate in mergers and consolidations with other non-profit 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 the members;

4. 7 Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho have or exercise now or hereafter by law.

#### 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 to covenants of record is eligible to be a member of the Association. The fore-going 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 covenants of record.

ARTICLE VI.

VOTING RIGHTS

The Association shall have one class of voting membership. Members shall be all owners who are paid up members of the Association and shall be entitled to one (1) 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.

ARTICLE VII.

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of five (5) such directors who must 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 to act in the capacity of directors until the selection of their successors and who constitute the corporation's initial incorporations are:

<u>NAME</u>	<u>ADDRESS</u>
Sherman Campbell	10076 Meadowlark Street Boise, Idaho 83704
Richard Kay	4265 Marcliffe Avenue North Boise, Idaho 83704
Joyce A. Kinde	10153 W. Shiloh Drive Boise, Idaho 83704

Michael McPeck

4238 Marcliffe Avenue North  
Boise, Idaho 83704

Jeff Shinn

10435 Alliance Street  
Boise, Idaho 83704

At the first annual meeting, the members shall elect five directors for a term of one year each, and five directors shall be elected at each annual meeting thereafter.

#### 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 dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit 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  
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 under-  
signed, constituting the incorporators of this Association, have  
executed these Articles of Incorporation this 2nd day of  
October, 1989.

Sherman Campbell  
SHERMAN CAMPBELL

Richard M. Kay  
RICHARD KAY

Joyce A. Kinde  
JOYCE A. KINDE

Michael G. McPeck  
MICHAEL MCPECK

Jeff Shinn  
JEFF SHINN

STATE OF IDAHO    )  
                          ) ss  
County of Ada    )


I, the undersigned, a notary public for the State of Idaho, do hereby  
certify that on this 2 day of October, 1989, personally  
appeared before me SHERMAN CAMPBELL, RICHARD KAY, JOYCE A. KINDE, MICHAEL  
and JEFF SHINN, who, being by me first duly sworn, declared that  
they are the incorporators of Shenandoah West Neighborhood Association,  
Inc., that they signed the foregoing document as such incorporators and  
that the statements therein contained are true.

Darthy McKay  
Notary Public  
Residing at: Bain, Idaho  
Comm. Expires: 7-19-92

STATE OF IDAHO           )  
                                  ) ss.  
County of Ada            )

On this 23rd day of October, 1989, before me, a notary public in and for said county and state, personally appeared MICHAEL G. MCPEEK, 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 first above written.

  
\_\_\_\_\_  
NOTARY PUBLIC for Idaho  
Residing at Boise, Idaho  
My Commission Expires: 11/4/91