

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

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OF

IDAHO SECRETARY OF STATE  
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SECRETARY OF STATE  
STATE OF IDAHO

**STONEBRIAR HOMEOWNER'S ASSOCIATION, INC.**

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a non-profit 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 1 - NAME**

The name of the corporation shall be STONEBRIAR HOMEOWNER'S ASSOCIATION, INC. (the "Association").

**ARTICLE 2 - TERM**

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

**ARTICLE 3 - NON-PROFIT**

The Association shall be a non-profit, membership corporation.

**ARTICLE 4 - REGISTERED AGENT**

The location and street address of the initial registered office of the Association shall be 5118 N. Sawyer, Boise, ID and Larry Shideler is hereby appointed the initial registered agent of the Association.

**ARTICLE 5 - PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the Members (as hereafter defined) thereof, and the specific purposes for which the Association is formed are to exercise all of the powers and privileges and perform all of the Association's duties and obligations as set forth in the DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS OF STONEBRIAR, recorded in the official records of Ada County, Idaho, as Instrument No. 102035461, as amended and supplemented from time to time (the "Declaration"), and the Project Documents identified therein, including, without limitation, the following powers:

(a) Fix, levy, collect and enforce payment by any lawful means of all charges or Assessments pursuant to the terms of the Declaration and all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(b) 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

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personal property in connection with the affairs of the Association under the limitations imposed by the Declaration;

(c) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall comply with the requirements of the Declaration; and

(e) 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 Declaration, the Project Documents and any amendments and supplements thereto.

#### **ARTICLE 6 - MEMBERSHIP**

During the existence of this corporation, every Owner, including Grantor, shall be a member of the Association ("Member"). No Owner shall have more than one membership in the Association for each Lot owned.

#### **ARTICLE 7 - VOTING RIGHTS**

The Association shall have two (2) classes of voting membership:

(a) Class A. Owners, other than Grantor, shall be Class A Members. Each Class A Member shall be entitled to one (1) vote for each Lot owned. When more than one (1) 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 (1) vote be cast with respect to any Lot. Fractional votes shall not be allowed. The vote applicable to any said Lot being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise.

(b) Class B. Grantor shall be known as the Class B Member, and shall be entitled to ten (10) votes for each Lot owned. The Class B Member shall cease to be a voting Member in the Association when the total cumulative votes of the Class A Members equal or exceed the total votes of the Class B Member.

#### **ARTICLE 8 - BOARD OF DIRECTORS**

The affairs of the Association shall be controlled by the Board of Directors (individually "Directors") to carry out all of the powers and duties of the Association as set forth in the Project Documents, and shall be selected as follows:

(a) Selection of Board Prior to Class B Member Termination Date. Until the Class B Member ceases to be a voting Member, the Board shall consist of no more than five (5) and no less than three (3) members ("Directors"), all of whom shall be appointed by the Class B

Member in the Class B Member's sole discretion. The Class B Member shall have the right to remove and replace any Director, with or without cause, in the Class B Member's discretion.

(b) Selection of Board After Class B Member Termination Date. Subsequent to the Class B Member ceasing to be a voting Member of the Association, the Board shall be comprised of those Directors elected by the Association in accordance with the Association's Articles and Bylaws.

(c) Number of Directors. The names and addresses of the Persons who are to act in the capacity of Directors until the selection of their successors are as follows:

<u>Larry Shideler</u>	<u>5118 N. Sawyer Ave.</u> <u>Boise, ID 83714</u>
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<u>Marilyn H. Teed</u>	<u>5118 N. Sawyer Ave.</u> <u>Boise, ID 83714</u>
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<u>Michael Shideler</u>	<u>5118 N. Sawyer Ave.</u> <u>Boise, ID 83714</u>
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#### ARTICLE 9 - ASSESSMENTS

Each Member shall be liable for the payment of Assessments pursuant to the Declaration and as set forth in the Bylaws of the Association.

#### ARTICLE 10 - BYLAWS

The Bylaws of the Association may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative votes of more than fifty percent (50%) of the total voting power of the Association. 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 Association, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declaration.

#### ARTICLE 11 - DISSOLUTION

The Association shall only be dissolved at a regular meeting, or a special meeting of the Association called for that purpose, by the affirmative votes of no less than two-thirds of the total voting power of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the real property and other assets of the Association shall be distributed as follows: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created; or (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE 12 - AMENDMENTS

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative votes of more

than two-thirds (2/3) of the total voting power of the Association. No amendment which is inconsistent with the provisions of the Declaration or the Project Documents shall be valid.

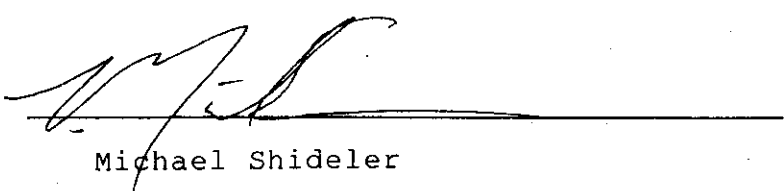
#### ARTICLE 13 - MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are ascribed to such terms in the Declaration.

#### ARTICLE 14 - INCORPORATION

Michael Shideler, 5118 N. Sawyer Ave., Boise, ID 83714, shall be the incorporator of the Association.

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective this 3rd  
day of March, 2004



Michael Shideler