

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
HEARTWOOD CONDOMINIUMS
OWNERS' ASSOCIATION, INC.**

JUN 16 PM 2:38

STATE OF IDAHO

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 I
NAME**

The name of the corporation shall be the Heartwood Condominiums Owners' 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
NON-PROFIT**

This Corporation shall be a non-profit, membership corporation.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The location and street address of the initial registered office of this Corporation shall be 5350 Softwood Court, Boise, Idaho 83716, and Geoffrey Sears is hereby appointed the initial registered agent of the Corporation.

IDAHO SECRETARY OF STATE
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ARTICLE V
PURPOSE AND POWERS OF THE CORPORATION

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 the maintenance, preservation and regulation of use of the Units and Common Area as designated and defined in the Condominium Declaration for the Heartwood Condominiums, as recorded in the official records of Ada County, Idaho (the "**Declaration**"), and to promote the health, safety and welfare of the residents of the Heartwood Condominiums, 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 Declaration, as 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 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 Declaration;

(D) 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 under the limitations imposed by the Declaration;

(E) 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 comply with the requirements of the Declaration; and

(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 Declaration and the amendments and supplements thereto.

ARTICLE VI
MEMBERSHIP

Each Owner holding fee simple interest of record to a Unit, 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 Unit.

ARTICLE VII VOTING RIGHTS

The Corporation shall have one class of voting membership. Each Owner of a Unit shall be entitled to one (1) vote for each Unit owned.

ARTICLE VIII 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 Corporation. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Robert Link | 1001 W. Idaho, Boise, Idaho 83702 |
| Elizabeth Foster | 5350 Softwood Court, Boise, Idaho 83716 |
| Geoffrey Sears | 5350 Softwood Court, Boise, Idaho 83716 |

ARTICLE IX ASSESSMENTS

Each Member shall be liable for the payment of all assessments and taxes provided for in the Declaration, as the case may be, and as set forth in the Bylaws.

ARTICLE X BYLAWS

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

ARTICLE XI
DISSOLUTION

The Corporation may be dissolved at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative unanimous consent of the total voting power of the Corporation's 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted by any organization exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law).

ARTICLE XII
AMENDMENTS

Amendment of these Articles may be made at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of more than fifty percent (50%) of the total voting power of the Corporation's Members, and, if required by the Declaration, the consent of holders of first mortgages on Unit(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 Declaration shall be valid.

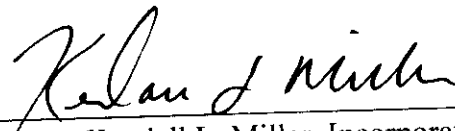
ARTICLE XIII
MEANING OF TERMS

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 XIV
INCORPORATION

Kendall L. Miller, P.O. Box 2720, Boise, Idaho 83701, shall be the incorporator of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of January, 2003.



Kendall L. Miller, Incorporator