

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
DESTINATION PLACE OWNERS ASSOCIATION, INC.**

05 OCT -6 PM 4: 27

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is Destination Place Owners Association, Inc. hereinafter called the "Association."

ARTICLE II

PRINCIPAL OFFICE AND REGISTERED AGENT

The location and principal office of the Association is 4751 N. Trotter Lane, Eagle, Idaho 83669. The registered agent of the Association at that location is Kevin C. Knighton.

ARTICLE III

INCORPORATORS

The incorporator and his address are as follows: Kevin C. Knighton, 4751 N. Trotter Lane, Eagle, Idaho 83669.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The purposes for which the Association is formed are:

(a) The specific and primary purposes for which the Association is formed is to act as a commercial real estate management association and to provide for the acquisition, construction, management, maintenance and care of real and personal property held by the Association or commonly held by the members of the Association or located in the development and owned by members of the Association.

(b) Subject to the provisions of the recorded or to be recorded Grant of Easements and Declaration of Covenants, Conditions and Restrictions applicable to Destination Place Subdivision, Meridian, Ada County, Idaho, (hereinafter referred to as the "Declaration"), the general purposes and powers of the Association are:

IDAHO SECRETARY OF STATE
10/07/2005 05:00
CK: 47627 CT: 21288 BH: 915737
1 @ 30.00 = 30.00 INC WOMP # 2

C162874

(1) To promote the health, safety and welfare of the residents within the development;

(2) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, and any supplemental declaration, applicable to the property and recorded or to be recorded in the Office of the Ada County Recorder 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;

(3) To fix, levy, collect and enforce payment by any lawful means, 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;

(4) To 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;

(5) To 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;

(6) To dedicate, sell or transfer all or any part of the 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;

(7) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and common area;

(8) To own water rights and water company shares, and to make provisions for use and distribution of such water for the benefit of Destination Place Subdivision, Ada County, Idaho;

(9) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Idaho by law may now or hereafter may have or exercise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall in no way be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

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 the Declaration 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 that 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 that is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The authorized number and qualifications of members of the Association, the different classes of members, if any, the property, voting, and other rights and privileges of members, and their liability for assessments and the method of collection thereof, shall be as set forth in the Declaration.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of at least three (3) and not more than five (5) directors, who shall be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association.

The initial directors of the Association and their addresses are as follows:

| | |
|-------------------|--|
| Kevin C. Knighton | 4751 N. Trotter Lane, Eagle, ID 83669 |
| Kenneth Kubosumi | 3310 S. Stanford Nampa, ID 83686 |
| William Kasten | 16766 Rose Park Drive Nampa, ID 83687 |

ARTICLE VIII

DISSOLUTION


Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to the members of the corporation.

ARTICLE X

LIFE OF THE ASSOCIATION

The Association shall exist perpetually.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 6th day of October, 2005.



Kevin C. Knighton, Incorporator