



CERTIFICATE OF INCORPORATION
OF

PARKCENTER POINTE OWNERS' ASSOCIATION, INC.

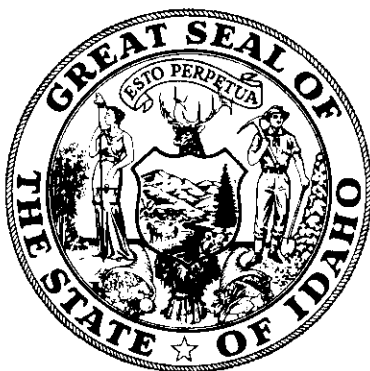
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PARKCENTER POINTE OWNERS' 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 September 24, 19 80.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF

PARKCENTER POINTE OWNERS' ASSOCIATION, INC.

SEP 24 3 56 PM '80
SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for the Corporation:

ARTICLE I

NAME

The name of this corporation shall be PARKCENTER POINTE OWNERS' ASSOCIATION, INC.

ARTICLE II

DURATION

The period of its duration shall be perpetual.

ARTICLE III

PURPOSES

The purposes for which said corporation is formed are:

(a) To provide, through a non-profit corporation, for the organization of all Owners of Unit-lots, as defined in the Declaration of Covenants, Conditions and Restrictions, as recorded with the Recorder's Office, Ada County, Idaho as supplemented, (hereinafter "Declaration") for the Parkcenter Pointe business offices located in Ada County, Idaho, referred to as "Parkcenter Pointe" and to provide for the coordination, administration, management and regulation of Parkcenter Pointe for the benefit of its owners.

(b) To perform all of those powers and duties granted to this corporation by the Declaration incorporated herein by reference, as from time to time amended, and to perform any and all acts which are necessary and proper for or incidental to carrying out any of the powers and duties, either expressed or implied, enumerated in said Declaration.

(c) To borrow money or otherwise incur indebtedness to such limits as may be authorized by the Board of Directors, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable and nonnegotiable, secured and unsecured.

(d) To conduct business in this State or other states, District of Columbia, territories and colonies of the United States and foreign countries or territories as allowed by law, and to maintain one or more offices or other places of business and to receive, purchase, hold, acquire, deal in and with any real or personal property or any interest therein, either within or outside the State of Idaho, reasonably calculated to promote the purposes of this corporation; and to hold in any manner or dispose of all or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in and about the conduct and management of such business or businesses, or property or properties.

(e) To purchase, lease or otherwise acquire by bequest, devise, gift or other means and to hold, own, manage or develop and to mortgage, hypothecate, sell, convey, exchange, option, subdivide or otherwise dispose of real and personal property of every class and description and any estate or interest therein as may be necessary or convenient for the proper conduct of the affairs of this corporation and in any manner that may be necessary, useful or advantageous for the purposes of this corporation.

(f) To hire and employ agents, servants and employees; to enter into agreements of employment.

(g) To have, exercise and participate in all the powers now or hereafter granted to corporations organized under the laws of this State, and particularly all of the powers and privileges granted to non-profit corporations under Chapter 3, Title 30, Idaho Code, including any future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid activities and for carrying into effect of any and all the aforesaid objects and purposes.

(h) To carry on any of the foregoing or closely related activities as principal, agent, lessors, lessees, assignors, assignees, licensees, partners, or otherwise, which can be generally carried on in connection with any of the pursuits aforesaid.

(i) It is hereby expressly provided that the enumeration hereinabove of its specific objects and powers shall be construed as such and shall not be held to limit or restrict in any manner the general powers of this corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit this corporation to carry on any activities or exercise any powers or do any act which non-profit corporations formed under the laws of Idaho now or hereafter may not, at the time of such act, lawfully carry on, consummate or do, and the purposes, objects and powers specified herein shall in no way restrict or limit by reference or influence the terms, objects, purposes and powers of any other clauses, paragraphs or Articles of these Articles of Incorporation.

ARTICLE IV

NON-PROFIT

This corporation shall be a non-profit corporation to serve without pecuniary profit as the management body of the Parkcenter Pointe Owners' Association, Inc. as more particularly described in the Declaration and to perform all those functions necessary and incident to serving as the management body pursuant to the provisions of said Declaration and these Articles.

ARTICLE V

PRINCIPAL OFFICE, REGISTERED AGENT

The principal place of business of this corporation shall be One Morrison-Knudsen Plaza, 400 Broadway Avenue, Boise, Idaho, which shall constitute the registered office of this corporation. Sam Crossland shall be the registered agent until otherwise designated.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is:
Morrison-Knudsen Company, Inc., One Morrison-Knudsen Plaza, 400 Broadway Avenue, Boise, Idaho.

ARTICLE VII

MEMBERSHIP

SECTION 1. MEMBERS:

The Owner of each Unit-lot in Parkcenter Pointe, as provided in the Declaration, shall, by virtue of said ownership interest, be a Member of this corporation. There shall be a minimum of one membership in this corporation for each Unit-lot to be held and exercised by the Owner or Owners thereof, provided that in the event ownership of any Unit-lot is held by more than one person or entity the membership appurtenant thereto shall be shared by such persons or entity in the same proportionate share and by the same type of tenancy in which title to the Unit-lot is held and shall be exercised as one indivisible membership. In addition, the Declarant shall have one Class B Membership for each Unimproved Unit-lot and Unit-lot, as provided in the Declaration. No person or entity other than an Owner of a Unit-lot or the Declarant may be a Member of this corporation.

SECTION 2. TRANSFER OF MEMBERSHIP:

Membership shall be appurtenant to the respective Unit-lots and Unimproved Unit-lots and shall not be transferred, pledged or alienated in any way except upon transfer of title to the Unit-lot or Unimproved Unit-Lot and then only to the transferee of title to such respective Unit-lot or Unimproved

Unit-Lot. Any attempt to otherwise transfer membership shall be void. Transfer of title to a Unit-lot shall operate automatically to transfer the membership appurtenant thereto to the transferee at the time of transfer.

SECTION 3. CLASSES OF MEMBERSHIP:

There shall be two classes of membership in this corporation to be designated Class A Membership and Class B Membership. Each class of membership shall be held and exercised in accordance with the Declaration. The rights and privileges of the respective classes of membership shall be those rights and privileges as stated in the Declaration.

ARTICLE VIII

VOTING RIGHTS

SECTION 1. VOTING SHARES:

Each Class A Membership shall entitle the holder to one vote pursuant to the Declaration.

Each Class B Membership shall entitle the holder to three votes pursuant to the Declaration.

SECTION 2. BLOCK VOTES:

Except as hereinafter provided regarding election of Directors by cumulative voting, the votes of each Member, whether Class A Membership or Class B Membership, shall be exercised as a single block of votes and no Member may split or divide his vote or otherwise cast less than the aggregate votes to which such Member is entitled to exercise as to any issue submitted to the vote of the membership.

SECTION 3. CUMULATIVE VOTING:

At all elections of Directors of this corporation, each Member shall be entitled to exercise as many votes as shall equal the number of votes which he is entitled to cast as to all other matters submitted for the vote of the membership multiplied by the number of Directors to be then elected. In such elections each Member may cast all of such votes for a single Director or may distribute such votes among the number of Directors to be elected, or any two or more of them, as the Member sees fit.

SECTION 4. VOTING PROCEDURES:

The By-Laws shall prescribe the manner and procedures by which Members shall exercise voting rights granted herein.

ARTICLE IX

DIRECTORS

The business and financial affairs of this corporation shall be managed and controlled by a Board of three (3) Directors to be elected at the annual meeting of Members for such terms as shall be specified in the By-Laws. Pending the first annual meeting of this corporation, the following persons shall constitute the initial Board of Directors:

1. Doug McKibben
2. Craig Yelverton
3. Len Peterson

The Board of Directors shall have and exercise all such powers and authority granted by the Declaration or otherwise authorized by law and shall perform such duties, appoint such committees and delegate such duties and authority as shall be required by the Declaration or as shall be necessary or appropriate in carrying out the purposes of this corporation.

ARTICLE X

ANNUAL MEETING

The annual meeting of the Members for the election of Directors and for the transaction of other business shall be held at the office of this corporation or at such other places as may be determined from time to time by the Board of Directors on the date set forth in the By-laws, or, if that be a legal holiday, on the next regular business day immediately following such date. The vote for the election for Directors shall be conducted in such manner and form as may be provided by the By-Laws.

ARTICLE XI

ASSESSMENT

The membership of this corporation shall be subject to assessment in accordance with the terms and provisions of the Declaration.

ARTICLE XII

BY-LAWS

The Board of Directors of this corporation shall have the power to adopt, repeal or amend the By-Laws of this corporation or to adopt a new code of By-Laws as provided in the By-Laws.

ARTICLE XIII

LIMITED LIABILITY

Except as provided in Article XI hereof, the private property of Members of this corporation shall not be subject to payment of corporate debts of any kind or to any extent.

ARTICLE XIV

CONFLICTS OF DIRECTORS

No contract, act or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are financially or otherwise interested in or are Directors or Officers of such other corporation and shall not disqualify him from voting thereon or from being counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation.

ARTICLE XV

AMENDMENT

These Articles of Incorporation may be amended at any regular or special meeting of the Members whereat a quorum is present by vote of Members having an aggregate of two-thirds (2/3) of the votes represented at such meeting.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 12th day of May, 1980.

MORRISON-KNUDSEN COMPANY, INC.
a Delaware Corporation

By Samuel H. Crossland

ATTEST:

Stephen G. Hawks

STATE OF IDAHO)
) ss.
County of Ada)

On May 12, 1980, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Samuel H. Crossland and Stephen G. Hawks, known to me to be the Vice President and Assistant Secretary, respectively, of the corporation that executed this instrument, and acknowledged to me that such corporation 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.

Margaret H. Sears
Notary Public in and for Said
County and State