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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**THE TREE FARM PHASE P10, P11, P12 AND P13  
NEIGHBORHOOD 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 I**  
**NAME**

The name of the corporation shall be THE TREE FARM PHASE P10, P11, P12 AND P13 NEIGHBORHOOD ASSOCIATION, INC. (the "Phase P10, P11, P12 and P13 Neighborhood Association").

**ARTICLE II**  
**TERM**

The period of existence and duration of the life of the Phase P10, P11, P12 and P13 Neighborhood Association shall be perpetual.

**ARTICLE III**  
**NON-PROFIT**

The Phase P10, P11, P12 and P13 Neighborhood Association shall be a non-profit, membership corporation.

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**ARTICLE IV**  
**REGISTERED AGENT**

The location and street address of the initial registered office of the Phase P10, P11, P12 and P13 Neighborhood Association shall be 3138 South Bown Way, Boise, Idaho 83706, and Derick O'Neill is hereby appointed the initial registered agent of the Phase P10, P11, P12 and P13 Neighborhood Association.

**ARTICLE V**  
**PURPOSE AND POWERS OF THE PHASE P10, P11, P12 AND P13 NEIGHBORHOOD ASSOCIATION**

The Phase P10, P11, P12 and P13 Neighborhood Association does not contemplate pecuniary gain or profit to the Members thereof, and the Phase P10, P11, P12 and P13 Neighborhood Association is formed to provide for certain regulation of the use of the Lots within Phase P10, P11, P12 and P13 ("Phase P10, P11, P12 and P13") located in The Tree Farm designated as such in the Third Supplement (Phase P10, P11, P12 and P13) to The Tree Farm Master Declaration of Covenants, Conditions and Restrictions, recorded in the official records of Ada County, Idaho, as Instrument No. 108098136, as amended and supplemented from time to time (the "Phase P10, P11, P12 and P13 Supplement"), which Lots are a portion of the Property covered by The Tree Farm Master Declaration of Covenants, Conditions and Restrictions, recorded in the official records of Ada County, Idaho, as Instrument No. 108098132, as amended and supplemented from time to time (the "Master Declaration"); and to promote the health, safety and welfare of the residents within The Tree Farm, including without limitation, the implementation of the following:

(A) Exercise all of the powers and privileges and perform all of the duties and obligations of the Phase P10, P11, P12 and P13 Neighborhood Association as set forth in the Master Declaration, as amended from time to time as therein provided, and the Phase P10, P11, P12 and P13 Supplement, as amended from time to time as therein provided, said Master Declaration and Phase P10, P11, P12 and P13 Supplement being incorporated herein as if set forth in full;

(B) Fix payment by any lawful means of all charges or Assessments pursuant to the terms of the Master Declaration and the Phase P10, P11, P12 and P13 Supplement, and all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Phase P10, P11, P12 and P13 Neighborhood Association;

(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 Phase P10, P11, P12 and P13 Neighborhood Association under the limitations imposed by the Master Declaration and the Phase P10, P11, P12 and P13 Supplement;

(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;

(E) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and Common Area, provided that any such merger, consolidation or annexation shall comply with the requirements of the Master Declaration and the Phase P10, P11, P12 and P13 Supplement; 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 Master Declaration and the amendments thereto, the Phase P10, P11, P12 and P13 Supplement and the Bylaws of the Phase P10, P11, P12 and P13 Neighborhood Association ("Bylaws").

#### **ARTICLE VI MEMBERSHIP**

Every Owner holding fee simple interest of record, and buyers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, to any Lot within Phase P10, P11, P12 and P13 shall be a Member of the Phase P10, P11, P12 and P13 Neighborhood Association.

Membership shall be appurtenant to and may not be separated from ownership of any Lot within Phase P10, P11, P12 and P13.

#### **ARTICLE VII VOTING RIGHTS**

The Members of the Phase P10, P11, P12 and P13 Neighborhood Association shall have those voting rights set forth in the Master Declaration and the Phase P10, P11, P12 and P13 Supplement.

#### **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of the Phase P10, P11, P12 and P13 Neighborhood Association shall be managed by a Board of Directors (collectively the "Board," individually "Directors") to carry out all of the powers and duties of the Phase P10, P11, P12 and P13 Neighborhood Association as set forth herein. The Board shall consist of not less than three (3) Directors nor more than five (5) Directors, who, other than the initial Directors specified herein shall be Members of the Phase P10, P11, P12 and P13 Neighborhood Association. The number of Directors may be changed by amendment of the Bylaws, but in no event shall the number be less than three (3). 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:

Derick O'Neill	3138 South Bown Way Boise, Idaho 83706
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Steve Lester	3138 South Bown Way Boise, Idaho 83706
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Cynthia A. Melillo	601 West Bannock Street Boise, Idaho 83702
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#### **ARTICLE IX ASSESSMENTS**

Each Member shall be liable for the payment of Assessments pursuant to the Master Declaration, the Phase P10, P11, P12 and P13 Supplement and as set forth in the Bylaws.

## **ARTICLE X**

### **BYLAWS**

The Bylaws of this Phase P10, P11, P12 and P13 Neighborhood Association may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Phase P10, P11, P12 and P13 Neighborhood Association called for that purpose, by the affirmative votes of more than fifty percent (50%) of the total voting power of the Phase P10, P11, P12 and P13 Neighborhood Association's Members. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Phase P10, P11, P12 and P13 Neighborhood Association's Board of Directors, the officers, employees and agents of the Phase P10, P11, P12 and P13 Neighborhood Association, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Master Declaration and the Phase P10, P11, P12 and P13 Supplement.

## **ARTICLE XI**

### **DISSOLUTION**

The Phase P10, P11, P12 and P13 Neighborhood Association shall only be dissolved at a regular meeting, or a special meeting of the Phase P10, P11, P12 and P13 Neighborhood Association called for that purpose, by the affirmative votes of no less than two-thirds (2/3) of the total voting power of the Phase P10, P11, P12 and P13 Neighborhood Association. Upon dissolution of the Phase P10, P11, P12 and P13 Neighborhood Association, other than incident to a merger or consolidation, the real property and other assets of the Phase P10, P11, P12 and P13 Neighborhood Association shall be distributed as follows: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Phase P10, P11, P12 and P13 Neighborhood 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. Notwithstanding any other provisions of these Articles, the Phase P10, P11, P12 and P13 Neighborhood Association 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 of Incorporation may be made at any regular meeting, or any special meeting of the Phase P10, P11, P12 and P13 Neighborhood Association called for that purpose, by the affirmative votes of more than two-thirds (2/3) of the total voting power of the Phase P10, P11, P12 and P13 Neighborhood Association's Members, and, if required by the Master Declaration or the Phase P10, P11, P12 and P13 Supplement, the consent of holders of First Mortgages on Lots within Phase P10, P11, P12 and P13 who have requested of the Phase P10, P11, P12 and P13 Neighborhood Association in writing to provide them notice of proposed action which affects their interests. No amendment which is inconsistent with the provisions of the Master Declaration or the Phase P10, P11, P12 and P13 Supplement 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 Master Declaration and in the Phase P10, P11, P12 and P13 Supplement.

**ARTICLE XIV**  
**INCORPORATION**

Cynthia A. Melillo, 601 West Bannock Street, Boise, Idaho 83702, shall be the incorporator of the Phase P10, P11, P12 and P13 Neighborhood Association.

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective this 2<sup>nd</sup> day of October 2008.

  
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Cynthia A. Melillo, Incorporator