



**Department of State.**

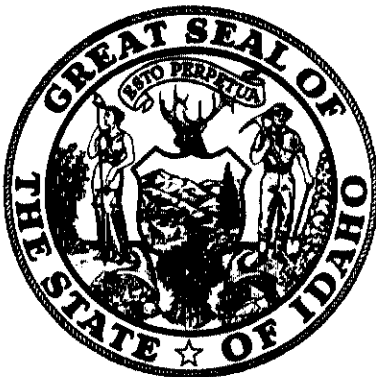
**CERTIFICATE OF INCORPORATION  
OF**

**ORIDA RIDGE NO. 1 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: May 10, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Baker*

ARTICLES OF INCORPORATION

OFFICE OF THE  
SECRETARY OF STATE

ORIDA RIDGE NO. 1 ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, for the purpose of forming a nonprofit 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 ORIDA RIDGE NO. 1 ASSOCIATION, INC. (hereinafter the "Association").

ARTICLE II  
TERM

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

ARTICLE III  
NONPROFIT

This corporation shall be a nonprofit, membership corporation.

ARTICLE IV  
REGISTERED AGENT

The location and street address of the initial registered office of this corporation shall be 277 North 6th Street, Boise, Idaho 83702, and L. Edward Miller is hereby appointed the initial registered agent of the Association.

ARTICLE V  
PURPOSE AND POWERS OF THE ASSOCIATION

This corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for certain regulations of the use of, and architectural control of, the Building Lots located in Orida Ridge No. 1 Subdivision according to the plat thereof recorded as instrument No. 9069972, official records of Ada County, Idaho (the "Subdivision"), which are a portion of the Property covered by the Master Declaration of Covenants, Conditions and Restrictions for Halls Grove recorded as Instrument No. 8724964, official records of Ada County, Idaho ("Master Declaration") and the Orida Ridge No. 1 Supplement to the Declaration of Covenants, Conditions and Restrictions for Halls Grove, recorded as Instrument No. 9070407, official records of Ada County, Idaho; to elect Delegates to the Halls Grove Master Association, Inc., an Idaho nonprofit

corporation (the "Master Association"), and any Recreation Association which may be created to serve the Subdivision; and to promote the health, safety and welfare of the residents within the Subdivision and any additions thereto as may hereafter be brought within the jurisdiction of the Association by amendment or supplement to the Master Declaration; and for this purpose to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Master Declaration as amended from time to time as therein provided, said Master 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 Master Declaration and all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the 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 Association under the limitations imposed by the Master Declaration;

(D) Borrow money, and with the assent of two-thirds (2/3) of each class of Members 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 nonprofit 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 Master Declaration;

(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 Bylaws and the Master Declaration and the amendments and supplements thereto.

#### **ARTICLE VI** **MEMBERSHIP**

Each person or entity holding fee simple interest of record to a Building Lot which is a part of the Property, and sellers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Building Lot located in the Subdivision.

ARTICLE VII  
VOTING RIGHTS

The Association shall have two classes of voting membership:

(A) Class A. The class A members shall be all Owners of Building Lots within the Subdivision, with the exception of the Grantor, and shall be entitled to one vote for each Building Lot owned. When more than one person holds an interest in any Building Lot, all such persons shall be Members, but in no event shall more than one vote be cast with respect to any Building Lot. The Grantor shall become a Class A Member when the Class B membership ceases as described below.

(B) Class B. The Class B Member shall be the Grantor. Upon the first sale of a Building Lot to an Owner in the Subdivision, Grantor shall be entitled to five (5) votes for each Building Lot owned by Grantor in the Subdivision.

The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier: (i) when the total cumulative vote exercisable in the Class A membership for the Subdivision equals or exceeds the total vote exercisable in the Class B membership; provided that the Class B membership shall not be converted to Class A membership before the expiration of ten (10) years from the date of the sale by Grantor of the first Building Lot in the Subdivision.

ARTICLE VIII  
MEMBERSHIP

There shall be one (1) membership in the Association for each Building Lot located in the Subdivision. Members of the Association must be and remain owners of Building Lots within the Subdivision, and the Association shall include as Members all Owners of Building Lots within the Subdivision.

ARTICLE IX  
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 Association. The number of directors may be changed by amendment of the Bylaws of the corporation, 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:

Wayne L. Booe

3350 Americana Terrace  
Suite 360  
Boise, Idaho 83706

Jeremiah J. Healy

3350 Americana Terrace  
Suite 360  
Boise, Idaho 83706

Fred Kopke

3350 Americana Terrace  
Suite 360  
Boise, Idaho 83706

**ARTICLE X**  
**ASSESSMENTS**

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

**ARTICLE XI**  
**Bylaws**

The Bylaws of this corporation 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 two-thirds (2/3) of each class of 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 Association, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Master Declaration.

**ARTICLE XII**  
**DISSOLUTION**

Subject to the provisions as to mortgage protection contained in the Master Declaration, the Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the real property and other assets of the Association shall be (a) dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created; or (b) granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes; or (c) distributed to the Owners of Building Lots to be held by them as tenants in common in proportion to the number of Building Lots within the Subdivision. The determination of the liquidating distribution of the real property and other assets of the Association as provided above, shall be determined by vote of a majority of the Owners of Building Lots as part of the Member vote on dissolution.

**ARTICLE XIII**  
**AMENDMENTS**

Amendment of these Articles shall require the assent of not less than three-fourths (3/4) of each class of Members and, when required by the Master Declaration, the consent of holders of first

mortgages on Property Unit(s) who have requested of the 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 shall be valid.

ARTICLE XIV  
FHA/VA APPROVAL

As long as there is a Class B Membership, the following actions may require the prior approval of the Federal Housing Administration, the Veterans Administration and such other agencies as are specified in the Master Declaration: (i) annexation of additional properties, (ii) mergers and consolidations, (iii) mortgaging of Local Common Area, (iv) dedication of Local Common Area, (v) dissolution and amendment of these Articles and (vi) such other matters as are specified in the Master Declaration.

ARTICLE XV  
MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Master Declaration including, without limitation, "Articles", "Assessments", "Board", "Building Lot", "Bylaws", "Common Area", "Delegate", "Grantor", "Local Association", "Local Common Area", "Member", "Property", "Property Unit", "Property Covered" and "Owner".

ARTICLE XVI  
INCORPORATION

L. EDWARD MILLER, 277 North Sixth Street, Boise, Idaho 83702, shall be the incorporator of the corporation.

24<sup>th</sup> IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
day of April, 1991.

  
L. EDWARD MILLER, Incorporator