

ARTICLES OF INCORPORATION

2013 MAY 28 PM 2:11

OFSECRETARY OF STATE
STATE OF IDAHO**STAR RIVER RANCH HOMEOWNERS ASSOCIATION, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I - NAME

The name of the Corporation is Star River Ranch Homeowners Association, Inc.

ARTICLE II - NONPROFIT STATUS

The Corporation is a nonprofit membership corporation.

ARTICLE III - PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Eagle, County of Ada, and in the State of Idaho. The address of the initial registered office is 225 N 9th Street, Ste. 820, and the name of the initial registered agent at this address is Stephen Gledhill.

ARTICLE V - PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. The exercise of all the powers and privileges and the performance of all the duties and obligations of the Corporation as set forth in the Declaration of Covenants, Conditions and Restrictions for Star River Ranch Subdivision, recorded on the 23rd day of May, 2013, in the Official Records of Canyon County, Idaho as Instrument Number 2013-023390 (the "Declaration"), as amended from time to time.

B. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, subject only to limitations in the Bylaws and the Declaration and the amendments and supplements thereto.

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLES OF INCORPORATION OF STAR RIVER RANCH HOMEOWNERS ASSOCIATION, INC.

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ARTICLE VI - LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII - MEMBERS

Each person or entity holding fee simple interest of record to a Lot (as defined in the Declaration or any Supplemental Declaration, excluding any lot designated on a Plat and/or by Supplemental Declaration as Common Area, Common Area Lots or Restricted Area.) which is a part of the Star River Ranch Subdivision, 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 Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Lot located in the Star River Ranch Subdivision. There shall be one (1) membership in the Corporation for each Lot located in the Star River Ranch Subdivision. Members of the Corporation must be owners of Lots within the Star River Ranch Subdivision.

ARTICLE VIII - VOTING RIGHTS

The Corporation shall have two (2) classes of voting membership:

A. **Class A Members.** The Class A Members shall be owners of Lots within the Star River Ranch Subdivision, except for Grantor (as defined in the Declaration). Until the Class B Member Termination Date, the Class A Members shall not be entitled to vote upon any matter. Upon the Class B Member Termination Date (Class B Member Termination Date is defined in the Declaration), the Class A Members shall be entitled to one (1) vote for each Lot owned by such Class A Members on the day of the vote.

B. **Class B Member.** Grantor and Assignees of Grantor's Class B Member rights under Section 3.17 of the Declaration shall be the Class B Members, and shall be entitled to one (1) vote for each Lot owned within the Star River Ranch Subdivision. The Class B Members shall cease to be Class B voting Members in the Association upon the earliest to occur of the following: (1) the date upon which the Grantor, including Grantor Assignees, no longer own any property or Lot within Star River Ranch; (2) the date all Class B members inform the Board in writing that they no longer wish to exercise their rights as Class B Members hereunder; or (3) on June 1, 2023. Upon the Class B Member Termination Date, Grantor and its Assignee(s) shall become a Class A Member and shall be entitled to one (1) vote for each Lot owned within the Star River Ranch Subdivision.

ARTICLE IX - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Timothy W. Eck	6152 W. Half Moon Ln Eagle, ID 83616
Corey Barton	PO Box 369 Meridian, ID 83680
Serena Clark	PO Box 369 Meridian, ID 83680

ARTICLE X - ASSESSMENTS

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

ARTICLE XI - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to an appropriate public agency to be used for purposes similar to those for which the Corporation was created or to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes, in such manner as the Board of Directors shall determine.

ARTICLE XII - INCORPORATOR

The name and street address of the incorporator is Timothy Eck, 6152 W. Half Moon Lane, Eagle, Idaho 83616 .

ARTICLE XIII - BYLAWS

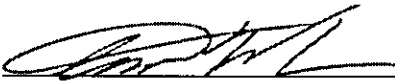
Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Neither these Articles nor the Bylaws of the Corporation shall be amended or otherwise changed or interpreted to be inconsistent with the Declaration.

The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation:

DATED this 23rd day of May, 2013.

DAS INVESTMENTS, LLC

By: 
Timothy W. Eck, Manager