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CLERK OF DISTRICT COURT
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
KREMMWOOD HEIGHTS HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Title 30, Chapter 3, of the Idaho Code, the undersigned, for the purpose of forming a non-profit corporation, hereby certify:

ARTICLE 1. NAME. The name of the corporation is **KREMMWOOD HEIGHTS HOMEOWNERS ASSOCIATION, INC.**, hereinafter called the "Association".

ARTICLE 2. DURATION. The period of existence and duration of the Association shall be perpetual.

ARTICLE 3. NON-PROFIT. The Association is a non-profit corporation.

ARTICLE 4. CORPORATE PURPOSES. The purposes for which this Association is organized are:

a. To provide for maintenance, preservation and architectural control of the residence lots, private well lot, if any, and common area within that certain parcel of real property situated in Canyon County, Idaho, which has been platted and known as KREMMWOOD HEIGHTS SUBDIVISION and is described as:

All of Kremmwood Heights Subdivision, Notus, Canyon County, Idaho according to the Official Plat thereof, filed in Book 17 of Plats at page 24, records of said County.

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b. To maintain the public rights-of-way at the entrances and areas adjacent to the Kremmwood Heights Subdivision, and common fences adjacent to Conway Road and along the West boundary of the Subdivision.

c. To assume ownership and control of the non-potable irrigation system for said Subdivision.

d. To acquire and own real estate and personal property including water rights, water lines, mains, easements, pumps, pumping fixtures and equipment, water licenses and permits, franchises and other property, item, or effect that may become instrumental for the purposes for which the Association is organized.

e. To supervise, manage, distribute, control and supply irrigation water to the members of the corporation and to conduct all business necessary or instrumental to the same.

f. To promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the subject property and recorded in the Office of the County Recorder, Canyon County, Idaho on January 26, 2000 as Instrument No. 200002875, 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;

2. 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;

3. Acquire (by gift, purchase or otherwise), hold, own, 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;

4. Borrow money, and with the assent of two-thirds (2/3) of the 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;

5. Dedicate, sell or transfer all or any part of the Common Area to any private corporation, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-third (2/3) of the members, agreeing to such dedication, sale or transfer;

6. Participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional residential property and Common Area; provided, that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;

7. Have and to exercise any and all powers, rights and

privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE 5. REGISTERED OFFICE AND REGISTERED AGENT. The street address of the initial registered office of the Association is 19736 Galloway Road, Caldwell, Idaho 83605 and the name of its initial registered agent at such address is EDWARD M. GOODSON.

ARTICLE 6. MEMBERSHIP. Each person or entity who is a record owner of a fee or undivided fee interest in any lot which is part of Kremmwood Heights Subdivision and which is subject by the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF KREMMWOOD HEIGHTS SUBDIVISION to assessment by the Association, including contract sellers, but excluding those having such interest merely as security for 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 Lot which is subject to assessment by the Association. This Association being a non-profit corporation, shall have no capital stock and no dividends or pecuniary profits shall be declared to the members thereof. Membership shall be appurtenant to and may not be separated from ownership.

ARTICLE 7. VOTING RIGHTS. The Association shall have two classes of membership: Class A and Class B. Class A members shall be all Owners with the exception of the Declarants, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any single Lot, all such persons shall be members. The vote for such Lot shall be exercised as they, among themselves, determine,

but in no event shall more than one vote be cast with respect to any single Lot. Class B members shall be the Declarants and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

The vote applicable to any Lot being sold under a contract of sale shall be exercised by the contract vendor unless the contract expressly provided otherwise and the Association has been notified, in writing, of such provision. Voting by proxy shall be permitted.

ARTICLE 8. BOARD OF DIRECTORS.

The affairs of this Association shall be managed by a Board of three (3) Directors who must be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The name and address of the persons who are to act in the capacity of Directors until the selection of a full Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Edward M. Goodson	19736 Galloway Road Caldwell, Idaho 83605
J. Mahala Goodson	19736 Galloway Road Caldwell, Idaho 83605
Ryan Goodson	19583 Galloway Road Caldwell, Idaho 83605

At the first annual meeting, the members shall elect one director for a term of one year,

one director for a term of two years, and one director for a term of three years. At each annual meeting thereafter, the members shall elect the director whose term expires for a three-year term.

ARTICLE 9. DISSOLUTION. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, after paying all debts and obligations of the Association, any remaining assets of the Association shall be dedicated and distributed to a non-profit fund, foundation or corporation or to an appropriate public agency which has been authorized and operated exclusively for non-profit purposes and which, at the time, qualifies as an exempt organization under the terms and provisions of the INTERNAL REVENUE CODE.

ARTICLE 10. AMENDMENT OF ARTICLES AND BY-LAWS. These Articles of Incorporation may be altered or amended by the assent in writing of two-thirds (2/3) of the members.

ARTICLE 11. INCORPORATORS The names and street addresses of the incorporators are as follows:

Edward M. Goodson
J. Mahala Goodson

19736 Galloway Road, Caldwell, Idaho 83605
19736 Galloway Road, Caldwell, Idaho 83605

ARTICLE 12. BY-LAWS. Provisions for the regulation of the internal affairs of the Association shall be set forth in the By-Laws as adopted at the initial meeting of the

members by a two-thirds (2/3) majority vote of the members.

DATED this 19th day of January, 2000.

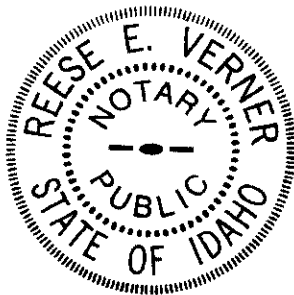
Edward M. Goodson
EDWARD M. GOODSON

J. Mahala Goodson
J. MAHALA GOODSON

STATE OF IDAHO)
 : ss.
COUNTY OF CANYON)

On this 19th day of January, 2000, before me, the undersigned, a Notary Public in and for said State, personally appeared EDWARD M. GOODSON and J. MAHALA GOODSON, husband and wife, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they 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.



Reese E. Verner
NOTARY PUBLIC for Idaho.
Residing at Nampa, Idaho.
My Commission Expires: 9/14/04