



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

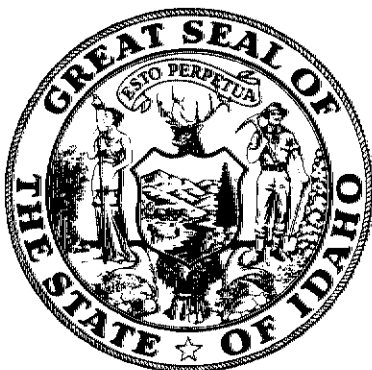
LAKEHARBOR MASTER ASSOCIATION, INC.

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 LAKEHARBOR
MASTER 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 November 5, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
LAKEHARBOR MASTER ASSOCIATION, INC.

Nov 5 5 00 PM '85
SECRETARY OF STATE

KNOW ALL MEN 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 LAKEHARBOR MASTER ASSOCIATION, INC., hereinafter referred to as "Lakeharbor Association," or "Association."

ARTICLE II

TERM

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

ARTICLE III

NON-PROFIT

This corporation shall be a non-profit, 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 Leo Edward Miller is hereby appointed the initial registered agent of the Lakeharbor 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 maintenance, operation and preservation of the Common Areas, water rights, and other assets owned by the Lakeharbor Association; to provide for the architectural control of the Property Covered by the Master Declaration of Covenants, Conditions and Restrictions for Lakeharbor, recorded in the Office of the County Recorder, Ada County, Idaho (Lakeharbor Declaration); and to promote the health, safety and welfare of the residents within the Property Covered and any additions thereto as may hereafter be brought within the jurisdiction of the Lakeharbor Association by amendment or supplement to the Lakeharbor 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 Lakeharbor Association as set forth in the Lakeharbor Declaration applicable to the Property and as the same may be amended from time to time as therein provided, said Lakeharbor Declaration being incorporated herein as if set forth at length;

(B) Fix, levy, collect and enforce payment by any

lawful means, all charges or assessments pursuant to the terms of the Lakeharbor Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Lakeharbor Association, including all licenses, taxes or governmental charges levied or imposed against the Common Area owner by the Lakeharbor Association;

(C) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, to convey licenses, easements and rights of way, or otherwise dispose of real or personal property, including water rights, in connection with the affairs of the Lakeharbor Association under the limitations imposed by the Lakeharbor Declaration;

(D) Borrow money, and with the assent of Delegates representing two thirds (2/3) of votes of all 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) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members or set forth in the Lakeharbor Declaration. No such dedication or transfer shall be effective unless an instrument has been signed by Delegates representing two-thirds (2/3) of votes of all Members,

agreeing to such dedication, sale or transfer and which otherwise conforms to the limitations imposed by the Lakeharbor Declaration;

(F) Participate in mergers and consolidations with other non-profit 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 Lakeharbor Declaration;

(G) To promulgate by majority vote of the Board rules and regulations governing conduct upon and use of Common Area, streets, and waterways under the jurisdiction and control of the Lakeharbor Association, to impose fines and forfeitures for violation of Association rules and regulations, and establish procedures for use in the conduct of business of the Association.

(H) 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 may by law now or hereafter have or exercise, subject only to limitations contained in the By-Laws and the Lakeharbor Declaration and the amendments and supplements thereto.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record Owner of a fee or

undivided fee interest in any Building Lot or other Property Unit which is subject to the Lakeharbor Declaration, including contract sellers, shall be a Member of the Lakeharbor Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant and to and may not be separated from ownership of any Tract, Building Lot or other Property Unit which is subject to the Lakeharbor Declaration. No owner shall have more than one membership in the Master Association.

ARTICLE VII

VOTING RIGHTS

1 The Lakeharbor Association shall have two classes of voting membership:

A. Class A. Class A Members shall be the Delegates representing Local Associations as provided in the Declaration, who shall be entitled to one vote for each Property Unit existing on the day of the vote and located within the Tract for which such delegate is a representative. Property Unit shall be as defined in the Declaration.

B. Class B. The Class B. Delegate shall be the Grantor for each Tract or portion thereof which Grantor owns, regardless of whether there is also a Local Association representing Owners including Grantor of such Tract. Upon the formation of this Master Association the Class B delegate shall be entitled to (5) votes for each Property Unit of which

Grantor is the Owner.

The Class B Delegate shall cease to be a voting Delegate in the Master Association when the total cumulative vote of the Class A Delegates equal or exceed the total vote of the Class B Delegates provided that the Class B Delegate membership shall not cease before the expiration of seven (7) years from the date on which the first Building Lot is sold to an Owner. When the Grantor establishes a Tract as described herein, the Grantor shall acquire Delegate voting rights with respect to such Tract as provided in this Article.

All voting power in the Lakeharbor Association shall be exercised by Delegates selected as provided in the Lakeharbor Declaration, and no Member shall be entitled to cast his or her own vote. All contracts for management of any Common Area shall be for a term not exceeding one year and be subject to review by the Board upon termination of the Class B membership.

ARTICLE VIII

MEMBERSHIP CERTIFICATE

Members shall be entitled to receive a Certificate of Membership. Members of the Lakeharbor Association must be and remain Owners of Building Lots or other Property Units within the Property subject to the Lakeharbor Declaration, and the Lakeharbor Association shall include as Members all Owners.

ARTICLE IX

BOARD OF DIRECTORS

Board of Directors and Officers. The affairs of the Association shall be conducted and managed by a Board of three (3) Directors ("Board") and such officers as the Directors may elect or appoint, in accordance with the Articles and By-Laws, as the same may be amended from time to time. The initial Board of Directors of the Lakeharbor Association shall be appointed by the incorporators or their successors and shall hold office until the first annual meeting, at which time a new Board of Directors shall be elected in accordance with the provisions set forth in the By-Laws. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Kenneth L. Pursley

Leo Edward Miller

Christopher J. Beeson

Each of the directors has
an address of Suite 200,
277 North 6th Street, Boise,
Idaho 83702

ARTICLE X

ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the Lakeharbor Declaration and for the payment and discharge of the liabilities of the Lakeharbor Association as provided for in the Lakeharbor Declaration and as set forth in the By-Laws of the Lakeharbor Association.

ARTICLE XI

BY-LAWS

The By-Laws of this corporation may be altered, amended, or new By-Laws adopted by any regular or any special meeting of the Lakeharbor Association called for that purpose by the affirmative votes of Delegates representing two-thirds (2/3) votes of all 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 Lakeharbor Association, and the Members for the payment of Assessments, the By-Laws may incorporate by reference the provisions of the Lakeharbor Declaration.

ARTICLE XII

DISSOLUTION

Subject to the provisions as to mortgage protection set forth in the Lakeharbor Declaration, the Lakeharbor Association may be dissolved with the assent given in writing and signed by Delegates representing not less than two-thirds (2/3) of the votes of all Members. Upon dissolution of the Lakeharbor Association, other than incident to a merger or consolidation, the assets of the Lakeharbor Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Lakeharbor Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non profit cor-

poration, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of Delegates representing not less than seventy-five percent (75%) of votes of all Members, and no amendment which is inconsistent with the provisions of the Lakeharbor Declaration shall be valid.

ARTICLE XIV

FHLMC/GNMA/FNMA APPROVAL

The following actions and such other actions as are specified in the Lakeharbor Declaration shall require the prior approval as specified in the Lakeharbor Declaration, of the Federal Home Loan Mortgage Corporation (FHLMC), Government National Mortgage Association (GNMA) and the Federal National Mortgage Association (FNMA) and such other agencies as are specified in the Lakeharbor Declaration: annexation of additional properties, mergers and consolidations, mortgaging or Common Area, dedication of Common Area, dissolution and amendment of these Articles, and such other matters as are specified in the Lakeharbor Declaration.

ARTICLE XV

MEANING OF TERMS

All terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Lakeharbor

Declaration, which terms include without limitation: "Articles," "Assessments," "Board," "Building Lot," "By-Laws," "Common Area," "Delegate," "Grantor," "Local Association," "Local Common Area," "Member," "Property," "Property Covered," "Property Unit," and "Owner."

ARTICLE XVI

Leo Edward Miller whose street address is 277 North 6th Street, Boise, Idaho 83702 shall be the incorporator of the corporation.


IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 5th day of November, 1985.


LEO EDWARD MILLER

STATE OF IDAHO)
) ss.
County of Ada)

On this 5th day of November, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared EDWARD LEO MILLER, known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he 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.


Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 6/4/87

1