



**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

**NINES RIDGE, HIGHLANDS UNIT NO. 25 HOMEOWNERS' ASSOCIATION, INC.**

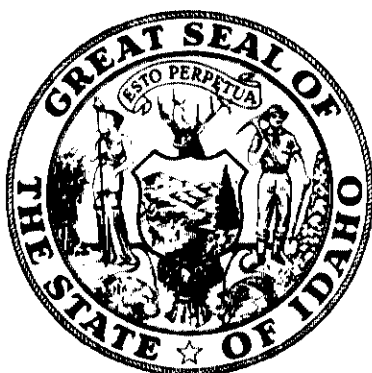
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**NINES RIDGE, HIGHLANDS UNIT NO. 25 HOMEOWNERS' 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 September 4, 19 91.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*

Corporation Clerk

SEP 4 12 16 PM '91  
SECRETARY OF STATE

## ARTICLES OF INCORPORATION

OF

### NINES RIDGE, HIGHLANDS UNIT NO. 25 HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of Chapter Three of Title 35, Idaho Code, the undersigned, all of whom are residence of the State of Idaho and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

#### ARTICLE I

The name of the corporation is the "NINES RIDGE, HIGHLANDS UNIT NO. 25 HOMEOWNERS' ASSOCIATION, INC."

#### ARTICLE II

The principal office of the Association is located at 1606 W. Hays Street, Boise, Idaho 83702.

#### ARTICLE III

Steven W. Hosac, whose address is 1606 W. Hays Street, Boise, Idaho 83702, is hereby appointed the initial registered agent of this Association.

## ARTICLE IV

### PURPOSE AND POWERS OF THE ASSOCIATION

This Association 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, preservation and architectural control of the residence lots and common area within that certain tract of property located in Ada County, Idaho, commonly known as "The Highlands Unit No. 25 Subdivision," said lots more particularly described as follows, to-wit:

Building Lot Nos. 814 through 837, and including private streets Common Area Lot No. 856, and specifically excluding all other Lots, all in Block 1, of "The Highlands Unit No. 25 Subdivision," according to the official plat thereof on file in the office of the County Recorder, Ada County, Idaho.

and 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:

a. 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 property and recorded or to be recorded in the Office of the Ada County Recorder, State of Idaho, 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;

b. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments; 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; pursuant to the terms of the Declaration;

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; pursuant to the terms of the Declaration;

d. Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; pursuant to the terms of the Declaration;

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, pursuant to the terms of the Declaration;

f. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, pursuant to the terms of the Declaration; and

g. 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 V

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to covenants of record to assessment by the Association, including contract buyers, shall be a member of the 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 to and may not be separated from ownership of any lot which is subject to assessment by the Association. Assessments may be secured by a lien upon the lots described herein, to which membership rights are appurtenant, if appropriate. Nothing hereinabove to the contrary, membership in the Association shall be pursuant to the terms of the Declaration.

## ARTICLE VI

### VOTING RIGHTS

The Association shall have two classes of voting memberships. Nothing hereinbelow to the contrary, classes of voting memberships and voting rights shall be pursuant to the terms of the Declaration.

Class A: Class A members shall be all owners, with the exception of the Declarant (as defined in the Declarations of Covenants, Conditions and Restrictions of The Highlands Unit No. 25 Subdivision), and each member shall be entitled to one vote for each Class A membership held by the owner, subject to the authority of the jurisdictional board to suspend the voting rights of the owner for violations of the terms of the Declarations Covenants, Conditions and Restrictions in accordance with the provisions thereof.

Class B: The Class B member(s) shall be the Declarant (as defined in the Declarations of Covenants, Conditions and Restrictions of The Highlands Unit No. 25 Subdivision) and shall be entitled to three votes for each lot owned. The Class B membership shall cease and be converted to Class A memberships on the happening of the first of the following event, whichever occurs earlier:

a. Ninety (90) days after the number of Class A votes for memberships attributable to lots which do not qualify for a reduced annual assessment under Article 7, Section 7.4 of the Declarations of Covenants, Conditions and Restrictions of "The Highlands Unit No. 25 Subdivision" exceeds the number of Class B votes; or

b. December 31, 2006; or

c. When Declarant (as defined in the Declarations of Covenants, Conditions and Restrictions of the Highlands Unit No. 25 Subdivision) no longer owns lots or parcels within "The Highlands Unit No. 25 Subdivision."

## ARTICLE VII

### BOARD OF DIRECTORS

The number of the first board of directors shall be three (3) and the actual number of directors shall be fixed by the By-Laws of the Association. The names and addresses of the first board of directors shall be:

<u>Name</u>	<u>Address</u>
Steven W. Hosac	1606 W. Hays Street, Boise, Idaho
Georgia L. Hosac	1606 W. Hays Street, Boise, Idaho
Gerald A. Waller	1245 E. Braemere, Boise, Idaho

## ARTICLE VIII

### DISSOLUTION

The Association may be dissolved pursuant to the terms set forth in the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

## ARTICLE IX

### DURATION

The corporation shall exist perpetually.

## ARTICLE X

### AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the total votes in the Association, including both Class A and Class B memberships.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we the undersigned, constituting the incorporators of this Association, have



executed these Articles of Incorporation this 4<sup>th</sup> day of

Sept., 1991.

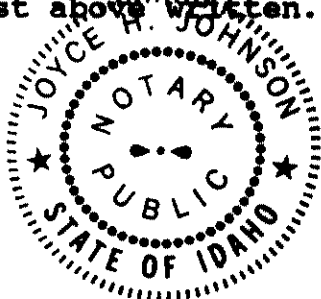
  
STEVEN W. HOSAC

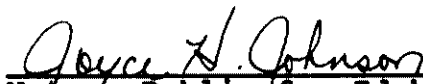
  
GEORGIA L. HOSAC

STATE OF IDAHO )  
                  ) ss.  
County of Ada )

On this 4<sup>th</sup> day of September, in the year of 1991, before me, the undersigned Notary Public in and for said State, personally appeared STEVEN W. HOSAC and GEORGIA L. HOSAC, husband and wife, known or identified to me to be the persons whose names are subscribed to the within 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.



  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: 1/25/93