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State of Idaho

Department of State

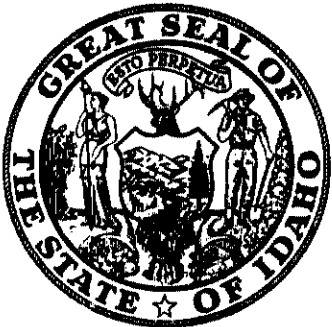
CERTIFICATE OF INCORPORATION OF

HUNTS BLUFF SUBDIVISION 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 HUNTS BLUFF SUBDIVISION 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: July 6, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

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OF SECRETARY OF STATE

HUNTS BLUFF SUBDIVISION

HOMEOWNERS' ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS that these Articles of Incorporation have been executed by the undersigned for the purpose of forming a non-profit corporation in the State of Idaho under the Idaho Non-Profit Corporation Act.

ARTICLE I

The name of the corporation is HUNTS BLUFF SUBDIVISION HOMEOWNERS' ASSOCIATION, INC. hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 4550 W. State.

ARTICLE III

Marty Goldsmith, whose address is 5120 N. Turret Way, Boise, Idaho 83703, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF 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 those certain lots as established in the Declaration of Covenants, Conditions and Restrictions of Hunts Bluff Subdivision (hereinafter "Declaration"), records of Ada County, Idaho, and to provide for the maintenance of the common ground of said subdivision and to promote the health, safety and welfare of the residents within the subdivision established by the Declaration and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

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(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 Declaration 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 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;

(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;

(d) 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;

(e) participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the Members;

(f) 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 thereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Residential Lot which are defined herein as all Lots of the Subdivision 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 Residential Lot.

ARTICLE VI

VOTING RIGHTS

Each member of the Association shall be entitled to one vote for each Residential Lot owned. When more than one person holds an interest in any

Residential Lot, the vote for such Residential Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Residential Lot.

ARTICLE VII

ASSESSMENT LIABILITY

Each member shall be liable for the payment of assessments provided for in the Declaration and for the payment and discharge of the liabilities of the Corporation as provided for in the Declaration and the By-Laws of the Corporation.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be increased by amendment of the By-Laws of the Association. The name and addresses of the persons who are to act in the capacity of Directors until the first annual meeting of members and until their successors are elected and qualified are:

Marty Goldsmith

5120 North Turret Way
Boise, Idaho 83703

SCOTT LEWIS

4550 W. State
Boise, ID 83703

STEVE DAVIS

4550 W. State St
Boise, ID 83703

Election of the Board of Directors shall be by secret written ballot of the members. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these Articles and the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

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 entire membership.

**ARTICLE XI
BENEFICIAL INTEREST**

No part of the net earnings of the Association shall inure other than by providing management, maintenance and care of any property held by the Association, to the benefit of any member of the Association or other private individual.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 1 day of June, 1993.



MARTY GOLDSMITH
Residing at 5120 North Turret Way
Boise, Idaho 83703