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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

RIVERCOVE 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 RIVERCOVE 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: April 12, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeChie*

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RIVERCOVE SUBDIVISION
(Arapaho Cove Subdivision)

Michael J. Eddy
5025 Bitterbrush
Boise, Id. 83703
(208) 343-6975

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ARTICLES OF INCORPORATION

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OF

RIVERCOVE HOMEOWNERS ASSOCIATION, INC. (Arapaho Cove Subdivision)

WE, THE UNDERSIGNED, all being natural persons of full age, legally competent to enter into contracts, and citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a nonprofit corporation under the provisions of Title 30, Chapter 3, Idaho Code, and do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be:

RIVERCOVE HOMEOWNERS ASSOCIATION, INC.

ARTICLE II - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation, and the name of its initial registered agent at such address are as follows:

5025 Bitterbrush Drive, Boise, Idaho 83703
Agent: Michael J. Eddy

ARTICLE III - PURPOSES

The nature, objects, purposes, and powers of this corporation are as follows:

A. This corporation is a nonprofit corporation, as such term is defined in 30-305, Idaho Code. It does not contemplate pecuniary gain or profit, and no part of its income shall at any time be distributable to its members, directors, or officers (provided, however, this provision shall not be construed to prohibit the payment of reasonable compensation for services actually rendered for the benefit of the corporation, nor to prohibit the conferring of benefits upon the corporation's Members in conformity with its purposes). It is not intended, however, that this corporation be eligible to qualify for tax-exempt status under the provisions of Section 501(c) of the Internal Revenue Code, as amended from time to time.

B. The objects and purposes of this corporation are to provide for the management, maintenance, and operation of the common space lots shown of the official Plat of RIVERCOVE SUBDIVISION (Arapaho Cove Subdivision), according to the official plats thereof filed in the office of the County Recorder of Ada County, Idaho, to be commonly known as RIVERCOVE, and also the common roadways, landscaping, irrigation system, drainage system, fences, snow removal and exterior building maintenance in conformity with the requirements of the Declaration of Covenants, Conditions and Restrictions for the said RIVERCOVE SUBDIVISION.

C. The corporation shall have the powers and authority to fix, levy, collect and enforce payment by any lawful means all charges and assessments pursuant to the terms of the Bylaws and 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 government charges levied or imposed against the property of the association. No action at law or otherwise shall be taken to enforce payment of a delinquent assessment until the Association has given the owner liable therefor not less than twenty (20) days' written notice of the delinquent assessment and of the Association's intent to take action to enforce said assessment. Unpaid assessments shall constitute a lien upon the property against which the assessment has been levied.

D. This corporation shall have all of the powers and authority granted by the Idaho Nonprofit Corporation Act and all other powers authorized or permitted to nonprofit corporations by the laws of the State of Idaho, as the same may be in effect from time to time.

ARTICLES IV - MEMBERS

A. This corporation shall have Members, whose rights, privileges, and voting rights shall be as provided in the By-Laws so long as not inconsistent with the following:

1. The record title owners of all or any portion of the lots in RIVERCOVE SUBDIVISION in Ada County, Idaho, according to the official plat thereof filed in the office of the County Recorder of Ada County, Idaho, whose Declaration of Covenants, Conditions and Restrictions reference this Corporation, shall automatically be Members of this corporation, and membership in this corporation shall be appurtenant to ownership of said real property and shall run with the land thereof.

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

Class A: Class A Members shall all be owners and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) -vote be cast with respect to any such Lot.

Class B: Class B Member(s) shall be the Declarant who shall be entitled to four (4) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or,

(b) On December 31, 1994.

B. There shall be no Certificates of Membership, and evidence of ownership of record title of all or any portion of said lots according to the Official Records of Ada County, Idaho, shall constitute proof of membership in this corporation. Membership shall automatically transfer to the transferee of the property concurrently with transfer of a Member's record title to all or any portion of the said Lots.

C. Meetings of the Members shall be held at such places and times as may be provided in the By-Laws, and may also be held, in any manner prescribed or permitted by the corporation laws of the State of Idaho, as amended from time to time. The presence of Members entitled to cast fifty-one (51) percent of the total eligible votes shall be sufficient to constitute a quorum, and such quorum may transact any matter of business lawfully permitted to be transacted at a membership meeting of an Idaho nonprofit corporation. Except in the case of a regular annual membership meeting held at the place and time provided in the By-Laws, written notice of each membership meeting shall be given to each

Member at the most recent address for such Member shown on the corporation's books and records, and such written notice shall be deposited in the United States Mail, postage fully prepaid, not less than ten (10) nor more than fifty (50) days before the date of the meeting; provided, however, the necessity for such written notice may be waived by the unanimous written consent of all Members.

D. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE V - BOARD OF DIRECTORS

A. The affairs of this corporation shall be managed by a Board of Directors, who need not be residents of the State of Idaho. The By-Laws may require additional qualifications for Directors.

B. The number of Directors to be elected for any year shall be determined by majority vote of the Members at the membership meeting at which Directors are to be elected, but the number of Directors shall not be less than three (3) unless the number of Members at the time of election of Directors shall be less than three (3), in which event the number of Directors shall be the same as the number of Members of the corporation.

C. The initial Board of Directors of the corporation, who shall serve until the first annual election of Directors, shall consist of the following persons, whose addresses are as set forth below:

Michael J. Eddy, 5025 Bitterbrush Drive, Boise, Idaho, 83703
Stephanie J. Eddy, 5025 Bitterbrush Drive, Boise, Idaho, 83703

ARTICLE VI - OFFICERS

The officers of this corporation shall be elected by the Board of Directors and shall serve for such terms of office as may be designated by the Board of Directors. The officers of this corporation shall be a president, one or more vice-presidents, a secretary, a treasurer, and any other officers or assistant officers as may be elected or appointed by the Board of Directors. Except for the office of President, more than one office may be held by one person. The time and manner of election of officers, and their respective authority and duties, shall be as set forth in the By-Laws, or as may be determined by resolution of the Board of Directors not inconsistent with the bylaws.

ARTICLE VII - BY-LAWS

The Board of Directors is authorized to adopt, amend, and repeal By-Laws of the corporation, and to provide in such By-Laws for any matter which may lawfully be governed by the By-Laws of a nonprofit corporation under the laws of the State of Idaho. All provisions of the By-Laws relating to the election, qualification, and term of office of Directors may be adopted, amended, and repealed by vote of the Members at any annual membership meeting, or any special membership meeting called for such purpose.

ARTICLE VIII - DURATION

The duration of this corporation shall be perpetual.

ARTICLE IX - DISSOLUTION

A. This corporation may not be dissolved without the permission of the Ada County Highway District and Boise City, Idaho. If such permission is obtained, the corporation may be dissolved upon unanimous affirmative vote of the Members present and voting at any membership meeting, provided written notice was given to each Member at such Member's most recent address as shown on the books and records of the corporation, not less than ten (10) days before the date of the meeting, stating that the question of dissolution of the corporation was proposed to be voted upon at such meeting.

B. In event of dissolution of the corporation, all of its property and assets, after payment of all debts and liabilities, shall be distributed or dedicated to a public body, or conveyed to a non-profit organization with similar purposes as this organization.

ARTICLE X - ASSESSMENTS

Assessments may, be levied upon Members for the purposes specified in the By-Laws, and the same shall be allocated among the Members in the manner set forth in the By-Laws. The time of payment and manner of collection thereof shall be fixed by the Board of Directors from time to time in conformity with the provisions set forth in the By-Laws. Unpaid assessments shall constitute a lien upon any portion of the lots in said Subdivisions owned by a Member whose assessment is unpaid, and such lien upon any portion of the Lots of said Subdivisions owned by a Member whose assessment is unpaid, and such lien may be enforced by this corporation in the same manner as provided by law in the State of Idaho for the foreclosure of Mortgages upon real property, except that all assessments are subordinate to the lien of the first mortgage. The failure to pay the assessments does not constitute a default under an insured first mortgage.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended by vote of seventy-five per cent (75%) in interest of the Members present and voting at any annual membership meeting, or any special membership meeting called for such purpose.

ARTICLE XII - INCORPORATORS

The name and post office address of the incorporator of this corporation is as follows

Michael J. Eddy, 5025 Bitterbrush Drive, Boise, Idaho 83703

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand on the
.8th day, of April....., 1992³


.....
Michael J. Eddy

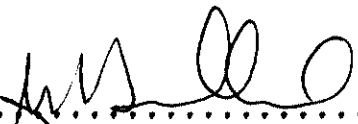
STATE OF IDAHO)

ss.

COUNTY OF ADA)

On this 8th day of April....., 1992³, before me, the undersigned, a Notary Public in and for said State, personally appeared Michael J. Eddy, known to me to be the person whose name is subscribed to the 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 on the day and year in this certificate first above written.


.....
Notary Public for Idaho
Residing at Boise, Idaho
Comm. Expires...1/8/96.....