

State of Idaho

Department of State

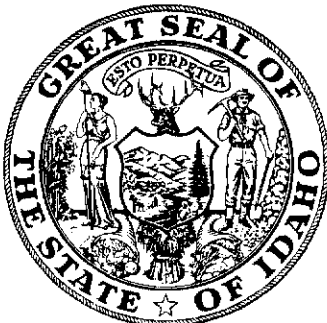
CERTIFICATE OF INCORPORATION OF

MIDDLE CREEK NEIGHBORHOOD ASSOCIATION, INC.
File number C 115966

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 MIDDLE CREEK NEIGHBORHOOD 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: August 2, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

Aug 2 12 34 PM '96
SECRETARY OF STATE
STATE OF IDAHO
ARTICLES OF INCORPORATION
OF

MIDDLE CREEK NEIGHBORHOOD ASSOCIATION, INC.

IDAHO SECRETARY OF STATE
DATE 07/31/1996 0900 15074
CK # 1318 CUST# 69596
INC NONP 30.00= 30.00
1@ 11 PM '96
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KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being of full legal age and a citizen of the United States and of the State of Idaho, does hereby certify that the purpose of these Articles is to form a non-profit cooperative association or corporation under the laws of the State of Idaho pertaining thereto and the undersigned hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **MIDDLE CREEK NEIGHBORHOOD ASSOCIATION, INC.** (hereafter called the *Association*).

ARTICLE II

REGISTERED OFFICE

The principal address and initial registered office of the Association is 2304 North Cole Road, Suite A, Boise, Idaho 83704.

ARTICLE III

REGISTERED AGENT

J. Ramon Yorgason, whose address is 2304 North Cole Road, Suite A, Boise, Idaho 83704, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSES AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof and is formed specifically to provide for the maintenance, preservation, and architectural control of

residential lots within the following described real properties, to-wit:

Middle Creek Subdivision as presently recorded or as hereafter amended, including any additional phases thereto approved and recorded with the Ada County Recorder's Office.

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

4.1 Exercise all of the powers and privileges and to perform all of the duties and obligations of the Grantor as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, recorded in the office of the County Recorder of Ada County, 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; including the recorded Declaration of Covenants, Conditions, and Restrictions of additional phases of said subdivision which may be annexed in the future;

4.2 Fix, levy, and collect payment of dues, pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the properties of the Association;

4.3 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;

4.4 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 incurring;

4.5 Dedicate, sell, or transfer all or part of any 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. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members agreeing to such dedication, sale, or transfer; provided that the public agency accepts such dedication or transfer.

4.6 Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex such merger. Consolidation or annexation shall require the assent of two-thirds (2/3) of the members;

4.7 Have and exercise any and all powers, rights, and privileges which a corporation has organized under the Nonprofit Corporation Law of the State of Idaho, as now in existence or hereafter amended.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot is subject to Covenants of Record on the properties described herein, or hereafter annexed, and is

eligible to 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 Covenants of Record.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership. Class A members shall all be owners who are paid up members of the Association and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all 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 Lot.

Class B members shall be the Declarants. The Declarants shall be entitled to six (6) votes for each lot of which Declarants are the record owners.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of three (3) directors who must also be members of the Association. The number of directors may be changed from time to time by amendment to the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors and who constitute the corporation's initial incorporators are:

NAME	ADDRESS
J. Ramon Yorgason	2304 North Cole Rd., Suite A, Boise, Idaho 83704
Thomas M. Ricks	101 Park Lane, Eagle, Idaho 83616
DeVona D. Luke	2304 North Cole Rd., Suite A, Boise, Idaho 83704

At the first annual meeting, the members shall elect three directors for a term of one year each, and three directors shall be elected at each annual meeting thereafter.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by all of the members or upon a vote of a majority of members at a meeting called for the purpose of dissolving the Association. 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, 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 two-thirds (2/3) of the entire membership.

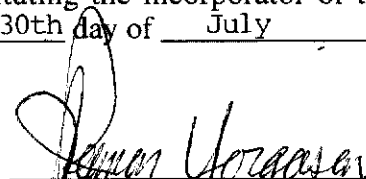
ARTICLE XI

INCORPORATOR

The name and address of the incorporator of the Corporation is:

J. Ramon Yorgason
2304 North Cole Rd., Suite A
Boise, Idaho 83704


IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 30th day of July, 1996.



J. RAMON YORGASON

STATE OF IDAHO)
) ss.
County of Ada)

On this 30th day of July, 1996, before me, the undersigned, a notary public in and for said state, personally appeared J. RAMON YORGASON, who, being by me first duly sworn, declared that he is the Developer of Middle Creek Subdivision and the incorporator of Middle Creek Neighborhood Association, Inc., that he signed the foregoing documents as such incorporator, and that the statements therein contained are true.



Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires 08-27-99

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AUG 02 1996 10:48AM CAPITAL DEVELOPMENT

SECRETARY OF STATE
STATE OF IDAHO

P.372

August 1, 1996

Secretary of State
State of Idaho
P.O. Box 83720
Boise, ID 83720-0080

Faxed: 334-2847

Attn: Sally Clark

I, Dennis Baker, being the incorporator of the Middle Creek Homeowners Association, have no objection to J. Ranton Yorgason using the name of Middle Creek Neighborhood Association, Inc. as the name of the homeowners association for his subdivision named Middle Creek. I don't foresee any problems with his using the name since my subdivision is in Nampa and Mr. Yorgason's subdivision is in Star.

Sincerely,


8-2-96

Dennis M. Baker