

CERTIFICATE OF INCORPORATION
OF

HIDDEN ESTATE SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC.

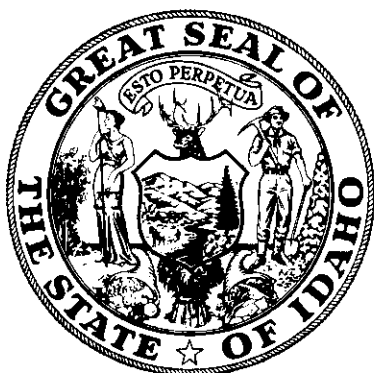
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

HIDDEN ESTATE SUBDIVISION PROPERTY OWNERS 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 _____ May 24, 19 85



Pete T. Cenarrusa

SECRETARY OF STATE

John J. Clark

Corporation Clerk

ARTICLES OF INCORPORATION

OF

HIDDEN ESTATE SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC.

We, the undersigned residents of the State of Idaho, being twenty-one years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Idaho.

ARTICLE I

The name of this corporation is HIDDEN ESTATE SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is organized are:

1. To develop a community designed for safe, healthful, and harmonious living.
2. To promote the collective and individual property and civic interests and rights of all persons, firms and corporations owning property in Hidden Estate Subdivision.
3. To care for the improvements and maintenance of the community center, gateways, public easements, parkways, grass plots, parking areas, and any facilities of any kind dedicated to the community use.
4. To cooperate with the owners of all vacant and unimproved lots and plots now existing or that hereafter shall exist in the tract in keeping them in good order and condition.
5. To aid and cooperate with the members of this corporation and all property owners in the tract in the enforcement of such conditions, covenants, and restrictions on and appurtenant to their property as are now in existence, as well as any

ARTICLES OF INCORPORATION

other conditions, covenants, and restrictions as shall be approved.

6. To do any and all things necessary to promote the general welfare of the residents and owners of any portion of Hidden Estate Subdivision and their property interest therein.

7. To acquire, own, or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objects, and to exercise all rights, powers, and privileges of ownership to the same extent as natural persons might or could do.

8. To arrange social and recreational functions for its members.

9. To exercise any and all powers that may be delegated to it from time to time by the owners of real property in the tract.

10. This corporation shall not engage in political activity or pursue political purposes of any kind or character.

ARTICLE IV

The address of the registered office of the corporation is Chester, Idaho 83421, and the name of the registered agent at such address is Paul N. Creighton.

ARTICLE V

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE VI

The corporation shall have one class of members, and the qualifications and rights shall be as follows:

1. Every beneficial owner, as distinguished from a security owner of a residential unit in Hidden Estate Subdivision in the County of Fremont, State of Idaho, as herein particularly described shall be a member.

2. Membership shall include an undertaking by the applicant to comply with and be bound by the articles of incorporation, these bylaws and amendments thereto, and the policies, rules and regulations at any time adopted by the corporation in accordance with the bylaws. Membership shall be accompanied by payment of the first year's dues in advance.

3. Membership in this corporation shall terminate on such member's ceasing to be a beneficial owner of a residential building site, lot, or unit in or on the property described herein.

4. Each member in good standing shall be entitled to vote on each matter submitted to a vote of the members, provided however, that each member shall be the sole beneficial owner of a residential building site or residential unit in Hidden Estate Subdivision. A member shall have one vote for each residential building site of which he is a beneficial owner. Where two or more owners own a lot, only one vote for such lot or unit owned shall be allowed, and such joint owners shall designate and register with the secretary of the corporation the name of that owner entitled to cast such single vote.

5. A beneficial owner who is a member of the corporation may assign his membership rights to the tenant residing in or on the beneficial owner's building site or unit. Such assignment shall be effected by filing with the secretary of the corporation a written notice of assignment signed by the beneficial member.

ARTICLE VII

The business and affairs of the corporation shall be conducted by a Board of Directors consisting of not less than three, who shall be nominated and elected by the members of the corporation as provided in the bylaws.

ARTICLE VIII

Regular and special meetings of the Board of Directors of this corporation shall be held at such times and places and on such notice as provided in the bylaws.

ARTICLE IX

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to such organization or organizations which are established and operated exclusively for charitable, education or scientific purposes and shall at that time qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

No part of the net earnings of this corporation shall inure to or for the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the exempt purpose for which it was formed.

ARTICLE X

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul N. Creighton	Chester, Idaho 83421
Gerti Creighton	Chester, Idaho 83421
Gale Altman	Chester, Idaho 83421
Patricia Altman	Chester, Idaho 83421
Reed A. Winters	Chester, Idaho 83421
Loma Winters	Chester, Idaho 83421

ARTICLE XI

The first directors of the corporation and their names and addresses are as follows:

John E. Burns	Chester, Idaho 83421
Ruth C. Burns	Chester, Idaho 83421
Joan Riessen	Chester, Idaho 83421
Paul N. Creighton	Chester, Idaho 83421
Gerti Creighton	Chester, Idaho 83421
Gale Altman	Chester, Idaho 83421
Patricia Altman	Chester, Idaho 83421
Reed A. Winters	Chester, Idaho 83421
Loma Winters	Chester, Idaho 83421
E. K. Dedman	Chester, Idaho 83421

The first directors shall serve until the first annual meeting or until their successors are elected and qualified.

ARTICLE XII

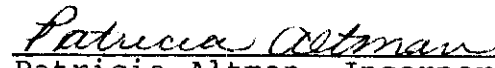
The corporation reserves the right to amend, alter, change or repeal any provision of these Articles, in the manner now or hereafter prescribed by law, and all rights and power conferred hereon on. Directors are subject to this reserved power.

Executed in triplicate on May 22, 1985.

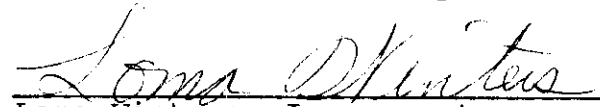

Paul N. Creighton, Incorporator


Gerti Creighton, Incorporator


Gale Altman, Incorporator


Patricia Altman, Incorporator


Reed A. Winters, Incorporator


Loma Winters, Incorporator