

CERTIFICATE OF INCORPORATION
OF

CEDAR HILL 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 _____

CEDAR HILL 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 October 10, 19 80



SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION
OF
CEDAR HILL OWNERS ASSOCIATION, INC.

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SECRETARY OF
STATE

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is CEDAR HILL OWNERS ASSOCIATION, INC., hereinafter called the "Corporation".

ARTICLE II

The principal office of the Corporation is located at 3172 Norfolk, Boise, Idaho 83706.

ARTICLE III

The purpose of this Corporation shall be to own and to provide for operation and maintenance of common areas as designated on the official plat of Cedar Hill Townhouse Subdivision and to provide maintenance services for the exterior portions of structures within the Cedar Hill Townhouse Subdivision, Ada County, Idaho and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation by annexation and to promote the health, safety and welfare of the members hereof, and for this purpose to:

a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation

as set forth in that certain Declaration of Covenants, Conditions and Restrictions hereafter called the "Declaration", applicable to the property, to be 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 attached hereto and incorporated herein as if set forth at length.

b) Promulgate, upon a two-thirds (2/3) affirmative vote of the Board of Directors, rules and regulations regarding participation in the Corporation, 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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

c) Acquire (by gift, purchase or otherwise), own, sell, hold, improve, build upon, operate, maintain, convey, lease transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

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, subject to those restrictions contained in the Declaration and any amendments thereto;

e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes,

subject to those restrictions contained in the Declaration and any amendments thereto;

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 or hereafter have or exercise.

ARTICLE IV

MEMBERS

Every person or entity who is a record owner (including contract sellers) of a fee or an undivided fee interest in any lot, on which a townhouse unit has been constructed, shall, by virtue of such ownership, be a member of the Corporation. If more than one person or entity holds such interest in any lot, such persons shall share one membership. 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 such lot. Such ownership shall be the sole qualification for membership and shall automatically commence upon a person or entity becoming such owner and shall automatically terminate and lapse when such ownership in said property shall terminate or be transferred. The Corporation shall maintain a membership list and may require written proof of any members' lot ownership interest.

ARTICLE V

The Corporation shall have one class of voting members. Each member shall be entitled to one vote for each dwelling unit

for which they are the record title holder and the vote for such lot shall be exercised as they among themselves determine. In no event shall more than one vote be cast with respect to any dwelling unit. Voting by proxy shall be permitted; provided, proxies shall not be valid for a period in excess of eleven (11) months from their date of execution and shall automatically terminate if the grantor of the proxy ceases to be a member of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of at least two (2) Directors, all of whom shall be members of the Corporation, at meetings duly held pursuant to the By-Laws. The initial Board of Directors, and their addresses shall be:

Gary Laursen	3172 Norfolk	Boise, Idaho 83706
Cathy Monogios	3172 Norfolk	Boise, Idaho 83706
James S. Underwood Jr.	P.O. Box 387	Boise, Idaho 83701

Mr. Gary Laursen, whose address is 3172 Norfolk, Boise, Idaho 83706, is appointed initial registered agent of the Corporation.

ARTICLE VII

DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than all of the members.

ARTICLE VIII

DURATION

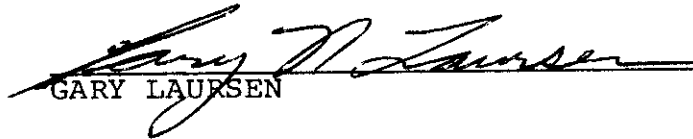
The Corporation shall exist perpetually.

ARTICLE IX

The names and post office addresses of each of the incorporators are:

<u>Name</u>	<u>Address</u>
Mr. Gary Laursen	3172 Norfolk, Boise, Idaho 83706
Ms. Cathy Monogios	3172 Norfolk, Boise, Idaho 83706

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 Corporation, have executed these Articles of Incorporation, this 10th day of October, 1980.

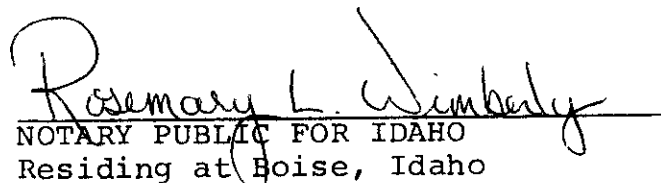

GARY LAURSEN


CATHY MONOGIOS

STATE OF IDAHO)
) ss.
County of Ada)

On this 10th day of October, 1980, before me, the undersigned, a Notary Public in and for said State and County, personally appeared GARY LAURSEN and CATHY MONOGIOS, known to me to be the incorporators of the within corporation, and the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same on behalf of said Corporation.

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