

**ARTICLES OF INCORPORATION
OF
ANTHEM OWNERS ASSOCIATION, INC.**

SECRETARY OF STATE

0169313

of the Ada County Recorder, and as the same may be amended from time to time as therein provided, (hereinafter collectively referred to as the "**Declaration**"), said Declaration being incorporated herein as if set forth at length, the general purposes and powers of the Association are:

(1) To promote the health, safety and welfare of the residents within the Development;

(2) To 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;

(3) To 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, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(4) To 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;

(5) To borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(6) To dedicate, sell or transfer all or any part of the 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;

(7) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and common area;

(8) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Act by law may now or hereafter have or exercise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall in no wise be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE V

BOARD OF DIRECTORS

The affairs of this Association shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) individuals, each of whom need not be members of the Association. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the members of the Association in the manner and for the term provided in the Bylaws of the Association.

The names and street addresses of the persons constituting the initial Board of Directors are:

Jim D. Conger
415 S. 8th Street, Suite 290
Boise, ID 83702

F. Scott Beecham
415 S. 8th Street, Suite 290
Boise, ID 83702

Joanie Adam
415 S. 8th Street, Suite 290
Boise, ID 83702

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

The initial principal office and mailing address of the Association is 415 S. 8th Street, Suite 290, Boise, ID 83702. The initial registered agent of the Association is Jim D. Conger.

ARTICLE VII

INCORPORATOR

The incorporator and his address are as follows:

Geoffrey M. Wardle
877 Main Street, Suite 1000
Boise, ID 83702

ARTICLE VIII

MEMBERSHIP

The Association shall have members. Every person or other legal entity who is a record owner, whether one or more persons or legal entities, of a fee simple title to any lot which is subject by the Declaration to assessment by the Association, including contract sellers (the "Owners"), shall be a member of the Association. Each Owner consents to such membership in the Association by virtue of being a lot Owner. A membership in the Association shall not be assignable, except to the successor in interest of the Owner and a membership in the Association shall be appurtenant to and inseparable from the Lot owned by such Owner. A membership in the Association shall not be transferred, pledged or alienated in any way except upon the transfer of title to said Lot and then only to the transferee of title to said Lot.

ARTICLE IX

VOTING RIGHTS

The authorized number and qualifications of members of the Association, the different classes of members, if any, the property, voting, and other rights and privileges of members, and their liability for assessments and the method of collection thereof, shall be as set forth in the Bylaws and/or Declaration. Cumulative voting shall not be allowed.

ARTICLE X

DISSOLUTION

The Association may be dissolved as provided by law.

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the Fourth Judicial District of the State of Idaho, in and for Ada County as said court shall determine.

ARTICLE XI

NONPROFIT LIMITATIONS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the

purposes set forth in Article IV hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax.

ARTICLE XII

BYLAWS

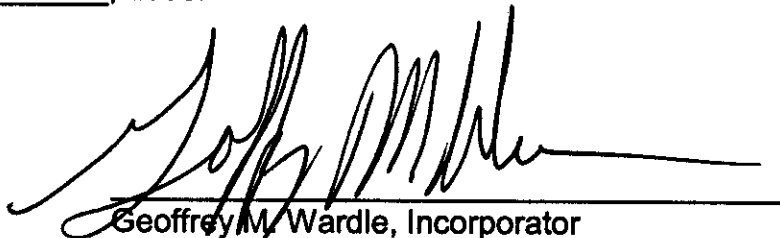
Provisions for the regulation of the internal affairs of the Association shall be set forth in the Bylaws.

ARTICLE XIII

AMENDMENTS

Amendments of these Articles shall require the approval of the members of each class by sixty seven percent (67%) of the votes cast by each class, or a majority of the voting power of each class, whichever is less.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of ~~Idaho~~, the undersigned has executed these Articles of Incorporation this 01st day of October, 2006.


Geoffrey M. Wardle, Incorporator