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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

**ASPEN CREEK RESIDENTIAL PHASE
LOCAL ASSOCIATION, INC.**

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be ASPEN CREEK RESIDENTIAL PHASE LOCAL ASSOCIATION, INC. (the "Association").

**ARTICLE II
TERM**

The period of existence and duration of the life of the Association shall be perpetual.

**ARTICLE III
NON-PROFIT**

The Association shall be a non-profit, membership corporation.

IDAHO SECRETARY OF STATE
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ARTICLE IV
REGISTERED AGENT

The location and street address of the initial registered office of the Association shall be 7761 N. Glenwood Street, Suite 100, Boise, Idaho, 83714, and Wm. David Evans is hereby appointed the initial registered agent of the Association.

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the Members thereof. The Association is formed to provide for certain regulation of the use of the condominium Units located upon that certain real property governed by (i) that certain Phase 2 Supplement (Residential Supplement) to the Declaration of Covenants, Conditions, and Restrictions for Aspen Creek Business Park, recorded on the 1st day of November, 2013, in the office of the County Recorder, Canyon County, Idaho as Instrument No. 2013-050339 (the "Residential Supplement"), and that certain Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Aspen Creek Business Park, recorded on the 1st day of November, 2013, in the real property records of Canyon County, Idaho as Instrument Number 2013-050338 (the "Master Declaration"), and to promote the health, safety and welfare of the Owners and tenants within the Property including, without limitation, the implementation of the following:

(A) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Residential Supplement and the Master Declaration (collectively the "Declarations"), as amended from time to time as therein provided;

(B) Fix, levy, collect and enforce payment by any lawful means of all charges or Assessments pursuant to the terms of the Declarations, and all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(C) 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 under the limitations imposed by the Declarations;

(D) 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; and

(E) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in the Declarations and any amendments thereto, and the Bylaws of the Association ("Bylaws").

ARTICLE VI

MEMBERSHIP

Every Owner holding fee simple interest of record, and buyers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, to any Lot shall be a Member of the Association.

Membership shall be appurtenant to and may not be separated from ownership of a Lot. Each Member shall be entitled to a vote as set forth in the Bylaws of the Association.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors (collectively the "Board," individually "Directors") to carry out all of the powers and duties of the Association as set forth herein. The Board shall consist of not less than three (3) Directors, who, other than the initial Directors specified herein shall be Members of the Association. The number of Directors may be changed by amendment of the Bylaws, but in no event shall the number be less than three (3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are as follows:

William David Evans
7761 N. Glenwood Street, Suite 100
Boise, Idaho, 83714

Dyan Chacon
7761 N. Glenwood Street, Suite 100
Boise, Idaho, 83714

Craig Harbin
2218 W. San Remo Drive
Meridian, Idaho 83646

ARTICLE VIII

ASSESSMENTS

Each Member shall be liable for the payment of Assessments pursuant to the Declarations and as set forth in the Bylaws.

ARTICLE IX

BYLAWS

The Bylaws of this Association may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative votes of more than two thirds (2/3) of the total voting power of the Association's Members or as otherwise set forth in the Bylaws. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Association's Board of Directors, the officers, employees and agents of the Association, and the Members

for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declarations.

ARTICLE X DISSOLUTION

The Association shall only be dissolved at a regular meeting, or a special meeting of the Association called for that purpose, by the affirmative votes of no less than two-thirds (2/3) of the total voting power of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the real property and other assets of the Association shall be distributed as follows: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created; or (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted by any organization exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law).

ARTICLE XI AMENDMENTS

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative vote of at least two-thirds (2/3) of the total voting power of the Association's Members, and, if required by the Declarations, the consent of holders of Mortgages on Lots who have requested of the Association in writing to provide them notice of proposed action which affects their interests. No amendment which is inconsistent with the provisions of the Declarations shall be valid.

ARTICLE XII MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are ascribed to such terms in the Declarations.

ARTICLE XIII INCORPORATION

Cynthia A. Melillo, 8385 W. Emerald Street, Boise, Idaho 83704, shall be the incorporator of the Association.

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective this 11th
day of November, 2013.



Cynthia A. Melillo, Incorporator