

COPY

ARTICLES OF INCORPORATION  
OF  
KINGSGATE SUBDIVISION  
HOMEOWNERS ASSOCIATION, INC.

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The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME: The name of the corporation shall be Kingsgate Subdivision Homeowners Association, Inc. This corporation is a nonprofit corporation.

ARTICLE 2. DURATION: The duration of this corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS: The purposes for which the corporation is organized are to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and any other activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. Without limiting the foregoing, it is expressly provided hereby that:

- (a) The corporation shall exercise all of the powers and privileges and perform all of the duties and obligations of the corporation as set forth in the Declaration of Covenants, Conditions and Restrictions (hereinafter "Declaration") applicable to the property and recorded or to be recorded in the Office of the Ada County Recorder, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set out at length.
- (b) The corporation shall fix, levy, collect and enforce payment by any lawful means, all charges or assessments, periodic or special, authorized to be made under the Declaration.



- (c) Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of these Articles shall require prior approval of the United States Department of Housing and Urban Development and/or the United States Veterans Administration as long as there is a Class B membership and provided that the said agencies then have an interest in the property which is subject to the Declaration.

ARTICLE 4. MEMBERSHIP: Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the corporation, including contract sellers, shall be a member of the corporation. 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 assessment by the corporation.

ARTICLE 5. VOTING RIGHTS: The corporation shall have two classes of voting membership.

CLASS A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot. Fractional votes shall not be allowed. The vote applicable to any said Lot being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise.

CLASS B. Class B member(s) shall be the Declarant, as defined in the Declaration, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) On December 31, 2010.

ARTICLE 6. REGISTERED OFFICE AND AGENT: The address of the initial registered office of this corporation is 4915 Camas, Boise, Idaho 83705, and the name of its initial registered agent at such address is Ron Sargent.

ARTICLE 7. DIRECTORS: The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify, or unless they resign or are removed, are:



Ron Sargent  
4915 Camas  
Boise, Idaho 83705

Andrea Sargent  
4915 Camas  
Boise, Idaho 83705

Edward J. Mason  
4915 Camas  
Boise, Idaho 83705

ARTICLE 8. INCORPORATOR: The name and address of the incorporator are as follows:


Ron Sargent  
4915 Camas  
Boise, Idaho 83705

ARTICLE 9. AMENDMENT OF ARTICLES AND BYLAWS: These Articles may not be amended without at least 66-2/3% of the membership votes being cast in support of such amendment.

ARTICLE 10. DISSOLUTION: Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be dedicated to a public body or conveyed to a nonprofit organization with similar purposes.

ARTICLE 11. LIMITATION OF LIABILITY: A director of this corporation shall not be personally liable to this corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Idaho Nonprofit Corporation Act (the "Act") is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article 11 by the members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

EXECUTED this 1 day of December, 2000, by the undersigned incorporator.

  
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Ron Sargent



CONSENT OF DIRECTORS IN LIEU OF ORGANIZATIONAL MEETING

OF

KINGSGATE SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

The undersigned, constituting all of the Directors of Kingsgate Subdivision Homeowners Association, Inc., an Idaho Nonprofit Corporation, do hereby consent to, adopt, ratify and approve in writing the following corporate actions, without a meeting, in accordance with the provisions of the Idaho Nonprofit Corporation Act:

BE IT RESOLVED, that the Articles of Incorporation of this Corporation, as filed, are approved and adopted and shall be inserted in the minute book of the Corporation, together with a Certificate of Incorporation issued by the Secretary of the State of Idaho.

BE IT FURTHER RESOLVED, that the Bylaws for the regulation of the affairs of the Corporation are hereby ratified, confirmed and approved and adopted as the Bylaws of this Corporation and shall be found in the corporate record book.

BE IT FURTHER RESOLVED, that the following persons are hereby elected as the officers of this Corporation, to hold office for the ensuing year or until such time as their respective successors are duly elected and qualified:

President:	Edward J. Mason
Vice-President:	Andrea Sargent
Secretary	Ron Sargent
Treasurer:	Ron Sargent

BE IT FURTHER RESOLVED, that the following persons are hereby appointed as the members of the Architectural Control Committee, to hold office for the ensuing year or until such time as their respective successors are duly elected and qualified:



Ron Sargent  
Andrea Sargent  
Edward J. Mason

BE IT FURTHER RESOLVED, that the secretary of this Corporation shall procure all such records, transfer books, books of account, stationery, and other office supplies as may be necessary, for the proper conduct of this Corporation's business.

BE IT FURTHER RESOLVED, that the treasurer be, and hereby is authorized and directed to pay out of any funds belonging to this Corporation the expenses incurred in connection with its incorporation and for the supplies ordered or to be purchased in connection with the organization of the Corporation and the establishment of its business, and such other obligations, if any, as the Corporation has incurred incidental to its organization.

BE IT FURTHER RESOLVED, that this Corporation will open a banking account for its general banking business with a bank to be selected, and the standard banking resolutions used by said bank for a corporation account is hereby adopted as if said resolution had been set forth herein in full.

DATED this 1 day of December 2000.

  
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Ron Sargent, Director

  
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Andrea Sargent, Director

  
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Edward J. Mason, Director