

ARTICLES OF INCORPORATION
OF
THE MAPLE HILL SUBDIVISION CORPORATION

In compliance with the requirements of the laws of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, including particularly Section 30-117A, Idaho Code, the undersigned natural persons, each of whom are of full age and residents of the United States, in order to form a non-profit corporation for the purposes hereinafter stated, do hereby as incorporators, adopt the following Articles of Incorporation and certify:

ARTICLE I

The name of the corporation is THE MAPLE HILL SUBDIVISION CORPORATION, hereinafter called the "Corporation."

ARTICLE II

The principal office of the Corporation is located at P.O. Box 190957 Boise, ID 93809.

ARTICLE III

PURPOSE AND POWERS OF THE CORPORATION

The purposes of the Corporation shall be to own, provide for maintenance, preservation and control of the Common Area and Sewage System within The Maple Hill Subdivision, Ada County, Idaho, and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation by annexation as provided in Covenants referred to below, and to promote the recreation, health, safety and welfare of the stockholders 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 and recorded or to be recorded in the office of the County Recorder of Ada County, Idaho as Instrument No. 7746623, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

b. 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. 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 Declaration and any amendments thereto;

f. participate in mergers and consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, subject to those restrictions contained in the Declaration and any amendments thereto; and

g. 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 now or hereafter have or exercise.

ARTICLE IV
STOCKHOLDERS

Every person or entity who is a record owner (including contract sellers) of a fee or undivided fee interest in any Lot with improvements thereon located within said property shall, by virtue of such ownership, be a stockholder of the Corporation. When more than one person holds such interest in any Lot, all such persons shall be stockholders. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Stock shall be appurtenant to and may not be separated from ownership of any such Lot subject to assessment by the Corporation. Such ownership shall be the sole qualification for stock, and shall automatically commence upon a person becoming such owner, and shall automatically terminate and lapse or be transferred. The Corporation shall maintain a stock list and may require written proof of any stockholders' lot ownership interest.

ARTICLE V
VOTING RIGHTS

The Corporation shall have one class of voting stock. Each stockholder shall be entitled to one vote for each lot in which they hold the interest required for stock, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot. 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 stockholder of the Corporation.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of at least three (3) Directors, who need not be stockholders of the Corporation, at meetings duly held pursuant to the By-Laws and at which a quorum is present in person or by proxy. A quorum shall consist of a majority of the Directors. The Board by majority vote, may remove an officer of the Corporation.

At the first regular meeting the stockholders shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the stockholders shall elect one director for a term of three years. Vacancies during the terms shall be filled by the remaining directors.

ARTICLE VII DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the stockholders. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. No part of the assets of such dissolution shall inure to the benefit of any stockholder.

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> |
|--------------------|--|
| Bryce L. Peterson | 4250 Glenwood, Boise, Idaho 38704 |
| Patrick K. March | 296 Arrowrock Lane, Boise, Idaho 83706 |
| Shirley Peterson | 4250 Glenwood, Boise, ID 83704 |
| Richard H. Greener | 1110 Bank of Idaho Bldg., Boise, Idaho |
| Phyllis L. Martin | 1110 Bank of Idaho Bldg., Boise, ID |

Bryce L. Peterson, whose address is 4250 Glenwood, Boise, Idaho 83704 is hereby appointed the initial registered agent of the Corporation.

ARTICLE X

Amendments to these Articles shall require the assent of those stockholders casting two-thirds (2/) of the votes of the Corporation stock at any regular stockholders' meeting called specifically for that purpose. The By-Laws may be amended by the same procedure.

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 8th day of September , 1977.

Bryce L. Peterson

Richard H. Greener

Patrick K. March

Phyllis L. Martin

Shirley Peterson

STATE OF IDAHO
(SS)
County of Ada

On this 8th day of September, 1977, before me, the undersigned, a Notary Public in and for said County and State, personally appeared BRYCE L. PETERSON, PATRICK K. MARCH, and SHIRLEY PETERSON, known to me to be the persons whose names are subscribed to the foregoing instrument, and who acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

Notary Public for Idaho
Residing at Boise, Idaho