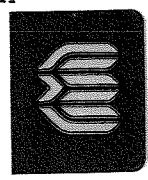


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ARTICLES OF INCORPORATION  
OF  
SECRETARY OF  
STATE

ALBION WOODS TOWNHOUSE ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the under-  
signed, each being a natural person of full age and a citizen  
of the United States of America, have voluntarily and do  
hereby associate ourselves together for the purpose of  
forming a corporation under the laws of the State of Idaho.  
We do hereby certify, declare and adopt the following Articles  
of Incorporation.



ARTICLE I

The name of the corporation is: Albion Woods Townhouse  
Association, Inc.

ARTICLE II

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

ARTICLE III

This corporation shall be a non-profit membership  
corporation.

ARTICLE IV

The location and post office address of the registered  
office of this corporation shall be the City of Boise, Ada  
County, Idaho 83705. The initial registered agent is Caroline  
Vogel, 4747 M. Albion Street, Boise, Idaho 83705.

ARTICLE V

This corporation is formed to be a Management Body as permitted by the provisions of the Declaration of Covenants, Conditions, and Restrictions of Albion Woods Townhouses recorded in the records of Ada County on March 23, 1972, as Instrument No. 800523, (hereinafter referred to as the Declaration) and its powers are and shall be consistent with the general corporation laws of the State of Idaho.

ARTICLE VI

(A) The nature of the business and the object and purpose of this corporation shall be as follows:

(a) This corporation (hereinafter referred to as the Association) shall be the "Management Body" as defined by the general corporation laws of the State of Idaho and as provided for in the terms and conditions of the Declaration, which delegates and authorizes this Association to exercise certain functions as the Management Body.

(b) The Management Body shall have the power to have, exercise and enforce all rights and privileges, and to assume, incur, perform, carry out and discharge all duties, obligations and responsibilities of a Management Body as provided for by the general corporation laws of the state of Idaho and the Declaration, as such Declaration was originally executed or, as amended. The Management Body shall have the power to adopt and enforce rules and regulations

covering the use of any townhouse project or any area or units thereof, to levy and collect the annual and special assessments and charges against the townhouses and the members thereof and in general to assume and perform all the functions to be assumed and performed by the Management Body as provided for in the Declaration. It shall have the power to transfer, assign or delegate such duties, obligations or responsibilities to other persons or entities as permitted or provided for by the general corporation laws of the State of Idaho, the Declaration, or in an agreement executed by the Association with respect thereto. The Management Body shall actively foster, promote, and advance the interest of owners of townhouse units within the townhouse project.

(B) In addition to the foregoing, where not inconsistent with either the general corporation laws of the State of Idaho or the Declaration, the corporation shall have the following powers:

(a) The authority set forth in Title 30 of the Idaho Code relating to the organization and conduct of general business corporations.

(b) To buy, sell, acquire, hold or mortgage or enter into security agreements, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description.

(c) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.

(d) To borrow money, to draw, make, accept, enforce, transfer and execute promissory notes, debentures and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation.

(e) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Association, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees or otherwise, and either alone or in connection with any firm, person, association or corporation.

(f) The foregoing clauses are to be construed both as objects and powers. As hereby expressly provided, an enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the corporation. The corporation shall have the power to do all acts that are necessary and convenient to obtain the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do, within the framework of the Declaration, these Articles of Incorporation, and the general corporation laws of the State of Idaho.

#### ARTICLE VII

#### MEMBERSHIP CERTIFICATES, VOTING POWER, AND DETERMINATION OF PROPERTY RIGHTS AND INTERESTS

Section 1. Each owner of a lot in the Albion Woods Townhouse project shall be a member of the Association.

Section 2. There shall be one membership in the corporation for each townhouse in the Albion Woods Townhouse project as established in the Declaration. The members of the corporation must be and remain owners of townhouses within the project set forth in the Declaration recorded in Ada County, State of Idaho, and the Association shall include all owners of townhouses within the project. If title to a townhouse is held by more than one person, the membership relating to that townhouse shall be shared by all such persons in the same proportionate interest and the same type of tenancy in which the title to the townhouse is held.

Section 3. No person or entity other than an owner may be a member of the Association. A member shall not assign or transfer his membership certificate except in connection with the transfer or sale of a townhouse. Every person or entity who is an owner of any townhouse unit included in any townhouse project for which the Association has been or may be designated as a Management Body shall be required to be a member of the Association and remain a member so long as such person or entity shall retain the ownership of the townhouse unit. Membership in the Association is declared to be appurtenant to the title of the townhouse unit upon which such membership is based and automatically shall pass with the sale or transfer of the title of the unit. Members shall not have preemptive rights to purchase other memberships

Section 4. The voting rights of each member owner will be equal to the voting rights of other members. There shall be one (1) voting owner of each lot and such voting owner shall be entitled to one (1) vote for each lot as to which he or she is the voting owner as to all matters submitted to the members for vote, including election of the Board of Directors. The voting owner shall be designated pursuant to the Declaration.

#### ARTICLE VIII

Each member shall be liable for the payment of assessments provided for in the Declaration and for the payment and discharge of the liabilities of the corporation as provided for in the Declaration, the general corporation

laws of the State of Idaho and as set forth in the By-Laws of the Corporation.

#### ARTICLE IX

The By-Laws of this corporation may be altered, amended, or new By-Laws adopted by any regular or any special meeting of the corporation called for that purpose by the affirmative vote of two-thirds (2/3) of the members present at such meeting.

#### ARTICLE X

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the corporation and the members thereof including the liability of the members for the payment of assessments, the By-Laws may incorporate by reference the provisions of the Declaration recorded in Ada County, State of Idaho, provided that a true and correct copy of such Declaration is attached to and made a part of the By-Laws of the corporation.

#### ARTICLE XI

The business and affairs of the Association shall be managed and controlled by a Board of Directors. The original Board of Directors shall be four (4); however, the By-Laws of the Association may provide for an increase or decrease in their number, provided that the number of directors shall not be greater than nine or less than three.

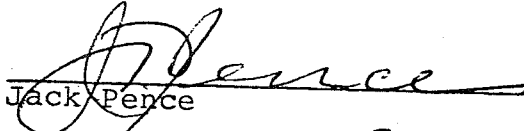
ARTICLE XII

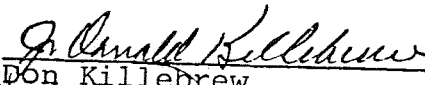
The names and post office addresses of the incorporators are as follows:


<u>NAME</u>	<u>ADDRESS</u>
Jack Pence	4747 H Albion Street Boise, Idaho 83705
Don Killebrew	4747 I Albion Street Boise, Idaho 83705
Ernie Boverman	4747 R Albion Street Boise, Idaho 83705

The above and Caroline Vogel, 4747 M Albion Street, Boise, Idaho 83705, are the initial Board of Directors of this corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 26th day of July, 1983.

  
\_\_\_\_\_  
Jack Pence

  
\_\_\_\_\_  
Don Killebrew

  
\_\_\_\_\_  
Ernie Boverman



STATE OF IDAHO        )  
                          )  
County of Ada         )    ss.

On this 26th day of July, 1983, before me, the undersigned, a notary public in and for said State, personally appeared Jack Pence, Don Killebrew, and Ernie Boverman, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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



*Carolise Vogel*  
Notary Public for Idaho  
Residing at Boise, Idaho