

FILED IN ACTIVE  
2002 MAY 28 PM 2:29  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

ROCKBRIDGE 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 Rockbridge 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 Master Declaration of Covenants, Conditions, Restrictions and Easements for Rockbridge Subdivision (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.

IDAHO SECRETARY OF STATE  
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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 all of the building Lots have been sold to Owners other than the Declarant or
- (b) On January 15, 2020.

ARTICLE 6. REGISTERED OFFICE AND AGENT: The address of the initial registered office of this corporation is 9601 West State Street, Suite 203, Boise, Idaho 83703-6702, and the name of its initial registered agent at such address is Timbre Wolfe.

ARTICLE 7. DIRECTORS: The affairs of the Association shall be managed by a Board of Directors of not less than three (3) nor more than five (5) 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:

Timbre Wolfe, 9601 West State Street, Suite 203, Boise, Idaho 83703-6702  
Randy Hopkins, 9601 West State Street, Suite 203, Boise, Idaho 83703-6702  
Dennis Whitmore, 9601 West State Street, Suite 203, Boise, Idaho 83703-6702

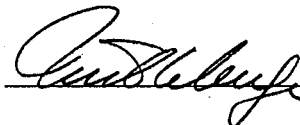
ARTICLE 8. INCORPORATOR: The name and address of the incorporator is as follows:  
Timbre Wolfe, 9601 West State Street, Suite 203, Boise, Idaho 83703-6702

ARTICLE 9. AMENDMENT OF ARTICLES AND BYLAWS: These Articles may not be amended without the affirmative vote of two-thirds (2/3) of members present at a meeting, called specifically for that purpose, provided that a quorum as specified herein or in the laws of the State of Idaho be present.

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 22nd day of April, 2002, by the undersigned incorporator.



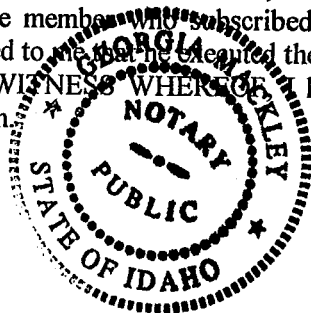
STATE OF IDAHO)

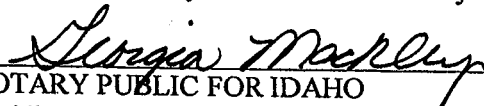
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County of Ada )

On this 22nd day of April, 2002, before me, the undersigned, A Notary Public in and for said State, personally appeared Timbre Wolfe, known or identified to me to be a member of OLYMPIC INVESTMENTS, LLC and the member who subscribed said Limited Liability Company's name to the foregoing instrument, and acknowledged to me that he executed the same in said Limited Liability Company's name.

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 Eagle, Idaho 83616  
My Commission Expires 06/22/2006