

State of Idaho

Department of State

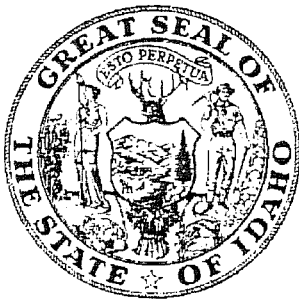
CERTIFICATE OF INCORPORATION OF

THE LEGENDS HOMEOWNERS ASSOCIATION, INC.
File number C 113782

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of THE LEGENDS HOMEOWNERS ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 16, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Chia Siko*

ARTICLES OF INCORPORATION
OF
THE LEGENDS HOMEOWNERS ASSOCIATION, INC.

FEB 16 3 35 PM '96
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens of the United States over the age of majority, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby make, sign, acknowledge, file and adopt for that purpose the following Articles of Incorporation and do hereby declare:

ARTICLE I

The name of this corporation is and shall be The Legends Homeowners Association, Inc., hereinafter called the "Association."

ARTICLE II

The principal address and initial registered office of the Association is 4545 East Braddock, Meridian, Idaho 83642.

ARTICLE III

James Amyx, Jr., whose address is 4545 East Braddock, Meridian, Idaho 83642 is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit of the members thereof and the specific purposes for which it is formed are to provide for the maintenance,

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preservation and architectural control of the residence lots within the real property as defined in Exhibit "A," a copy of which is attached hereto and incorporated herein by reference.

And further to promote the health, safety and welfare of the residents within the above-described real property and any additions hereto as may hereafter be brought within the jurisdiction of this Association, including any additional units and phases of The Legends Subdivision for the purpose to:

4.1 Exercise all of the powers and privileges and to perform all of the duties and obligations of the Grantor as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter referred to as the "Declaration," applicable to the described real property and recorded in the office of the County of Recorder of Ada County, Idaho, 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.

4.2 Fix, levy and collect payment of dues, to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

4.3 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.

4.4 Borrow money and, with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurring.

4.5 Dedicate, sell or transfer all or any part of any common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members agreeing to such dedication, sale or transfer.

4.6 Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members.

4.7 Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho have or exercise now or hereafter by law.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to covenants of record is hereby a member of the Association. 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 covenants of record.

ARTICLE VI

VOTING RIGHTS

The association shall have two classes of voting membership.

Class A: The Class A Members, with the exception of The Legends, an Idaho general partnership (during the period when The Legends, an Idaho general partnership, is a Class B Member). Each Class A Member shall be entitled to one vote for each lot owned.

Class B: The sole Class B Member shall be The Legends, an Idaho general partnership, who shall be entitled to three (3) votes for each lot owned. The Class B Membership shall cease and be automatically converted to Class A Membership and voting (one Class A Membership for each lot then owned) upon the happening of either of the following events, whichever occurs first:

- (a) When the total votes outstanding in Class A Membership exceed the total votes outstanding in the Class B Membership; or
- (b) On July 1, 2008.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of three such directors who must be members of the Association. The number of directors may

be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors and who constitute the corporation's initial incorporators are:

<u>Name</u>	<u>Address</u>
Burt Smith, Jr.	4545 East Braddock Meridian, Idaho 83642
Bill Davis	4545 East Braddock Meridian, Idaho 83642
James Amyx, Jr.	4545 East Braddock Meridian, Idaho 83642

Directors may be elected at annual or special meetings of the Membership.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed or assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

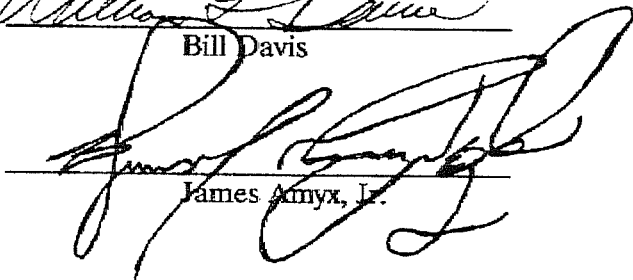
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 7 day of February, 1996.



Burt Smith



Bill Davis



James Amyx, Jr.