

Articles of Incorporation of Wilderness Ranch Owners Association Inc.

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 this corporation shall be Wilderness Ranch Owners Association, Inc. This corporation is a nonprofit corporation.

Article 2. Duration.

The duration of this corporation shall be perpetual.

Article 3. Purposes and Powers.

The purposes for which the corporation is organized are to provide an entity for the operation of Wilderness Ranch, a residential development located in Boise County, Idaho ("Wilderness Ranch"), and the maintenance, preservation, and control of the common areas and the central water system within the development (after said system is transferred to the corporation), and to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and all 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 any recorded covenants applicable to any subdivision in Wilderness Ranch (hereinafter "Declaration"), as the same may be amended from time to time as therein provided .
- (b) The corporation shall fix, levy, collect and enforce payment by any lawful means, all charges or assessments, periodic or special, required to be made for the operation and maintenance of the central water system, roads within the development, and other common areas and facilities (whether or not title to said items has been transferred to the corporation by the developer) .

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 developer (Wilderness Ranch, Ltd.), or its assigns, and shall be entitled to 1,800 votes (3 votes for each lot expected to be platted as a part of all the subdivisions to be developed within Wilderness Ranch) .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 the 1st day of October, 1987.

Article 6. Responsibility of Corrective Action.

The corporation shall be responsible for any corrective action resulting from malfunction or improper operation and maintenance of the water system, roads, and other common areas and facilities, whether or not title to said items has been transferred to the Corporation by the Developer .

Article 7. Registered Office and Agent

The address of the initial registered office of this corporation is Lot 45, Wilderness Ranch No.1, Boise County, Idaho (c/o Idaho City Stage, Boise, Idaho 83706), and the name of its initial registered agent at such address is William R. Corcoran.

Article 8. 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:

Alex N. Gordon	1015 Larkspur Meridian, Idaho 83642
William R. Corcoran	c/o Idaho City Stage Boise, Idaho 83706
Myrl D. Schroeder	6065 Karen Drive Meridian, Idaho 83642

Article 9. Incorporator.

The name and address of the incorporator are as follows :

Wilderness Ranch, Ltd .
c/o Idaho City Stage
Boise, Idaho 83706

Article 10. Amendment of Articles and Bylaws.

The power to adopt, amend or repeal the Articles and Bylaws of this corporation is subject to any limitations which may be set forth in the Declaration.

EXECUTED in duplicate this 23rd day of October, 1980, by a duly authorized partner of the undersigned incorporator.

WILDERNESS RANCH, LTD.

By: TERRACO, an Idaho partnership
and a General Partner of
Wilderness Ranch, Ltd .

By (s) William R. Corcoran
General Partner

Note: Filed with the Idaho Secretary of State at 4:34 PM, on October 24, 1980.