

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

HIDDEN SPRINGS TOWN ASSOCIATION, INC.

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, does hereby certify, declare and adopt the following Amended and Restated Articles of Incorporation amending, replacing and superseding those Articles of Incorporation of the Hidden Springs Town Association, Inc., which were originally filed with the Secretary of State for the State of Idaho on August 18, 1998. These Amended and Restated Articles were adopted effective the 19th day of August, 1999, by the board of directors of the Hidden Springs Town Association, Inc.:

ARTICLE I

NAME

The name of the corporation shall be HIDDEN SPRINGS TOWN ASSOCIATION, INC. (the "Town Association").

ARTICLE II

TERM

The period of existence and duration of the life of the Town Association shall be perpetual.

ARTICLE III

NON-PROFIT

The Town Association shall be a non-profit, membership corporation.

ARTICLE IV

REGISTERED AGENT

The location and street address of the initial registered office of the Town Association shall be 277 N. 6th Street, 2nd Floor, Boise, Idaho 83702, and L. Edward Miller is hereby appointed the initial registered agent of the Town Association.

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ARTICLE VII
VOTING RIGHTS

The Town Association shall have two (2) classes of memberships:

Class A. Class A Members shall be all of the Owners. Each Class A Member shall be entitled to one (1) vote for each Lot in which the Class A Member holds the interest required for membership in the Town Association, except as otherwise provided in a Supplement.

Class B. The Class B Member shall be the Town Founder. The Class B Member shall be entitled to five (5) votes for each of the 915 anticipated residential Lots within Hidden Springs, currently 4575 votes (915 Lots x 5 votes), less five (5) votes for each Lot owned by a Person other than Town Founder within the Hidden Springs Property, provided that the Class B Membership shall cease (the "Class B Member Termination Date") on the first to occur of (i) the date ten (10) years from the recordation of the Master Declaration or (ii) the date Town Founder's Class B Member votes in the Town Association are equal to or less than the Class A Member votes.

In the event that the number of anticipated residential Lots within Hidden Springs is increased beyond 915, the Class B Member shall be entitled to an additional five (5) votes for each such additional Lot. In such event, Town Founder, in its sole discretion, shall execute and record an amendment to Section 3.1.3 of the Master Declaration setting forth the number of such additional anticipated residential Lots. Any such amendment must be recorded before the Class B Member Termination Date.

ARTICLE VIII
TOWN COUNCIL

The affairs of this Town Association shall be controlled by the Town Council (individually "Directors") to carry out all of the powers and duties of the Town Association as set forth herein, and shall be selected as follows:

(a) Until the Class B Member Termination Date, the Town Council shall consist of not less than three (3) Directors nor more than five (5) Directors to be appointed by the Class B Member in the Class B Member's sole discretion.

(b) Subsequent to the Class B Member Termination Date, the Town Council shall consist of five (5) Directors elected by majority vote of the Class A Members of the Town Association, at meetings to be held for such purpose at intervals as are provided in these Articles or the Bylaws, as the case may be.

ARTICLE XII
AMENDMENTS

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Town Association called for that purpose, by the affirmative votes of more than two-thirds (2/3) of the total voting power of the Town Association as cast by the Members, and, if required by the Master Declaration, the consent of holders of First Mortgages on Lot(s) who have requested in writing that the Town Association provide them notice of proposed actions which affect their interests. No amendment which is inconsistent with the provisions of the Master Declaration or the Community Documents shall be valid.

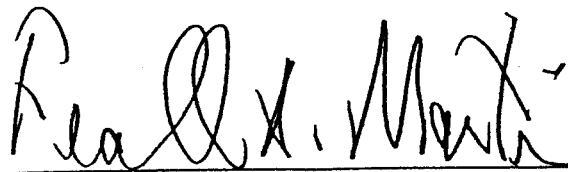
ARTICLE XIII
MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are ascribed to such terms in the Master Declaration including, without limitation, "Articles", "Assessments", "Bylaws", "Common Area", "Community Documents", "Conservation Area", "Director", "First Mortgage", "Hidden Springs", "Hidden Springs Property", "Lot", "Maintenance Property", "Member", "Owner", "Restricted Area", "Town Association", "Town Council", "Town Founder" and "Transfer Fees".

ARTICLE XV
INCORPORATION

Franklin A. Martin, 5892 West Hidden Springs Drive, Boise, Idaho 83703, shall be the incorporator of the Town Association.

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective this 19th day of August, 1999.



Franklin A. Martin, Incorporator

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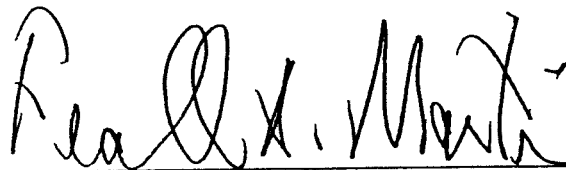
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