

ARTICLES OF INCORPORATION
of
OLD SAWMILL STATION HOMEOWNERS ASSOCIATION, INC.

97 JUL 10 AM 8:38
SECRETARY OF STATE
STATE OF IDAHO

I.

The name of this Non-profit Corporation is Old Sawmill Station Homeowners Association, Inc.

II.

The purpose of this Corporation is to hold title to common areas, manage/repair the septic and water systems within the subdivision, maintain roads and common areas and regulate the use of the properties within the subdivision for the benefit of all homeowners and for such other purposes as deemed necessary for the reasonable and prudent operation of the subdivision by the association within the Old Sawmill Station subdivision in Clayton, Custer County, Idaho.

III.

This Corporation shall not issue more than 1000 shares of one class of stock, which shall be common, and such stock shall have no par value and shall only be held by those who own real property within the Old Sawmill Station Subdivision. The transfer of such shares shall be restricted to those who hold title to property within the Subdivision and such restriction shall be set forth in the By-Laws of this Corporation and on the face of the share certificates.

IV.

The name and address of the Corporation's initial registered office and agent is:

Clayton Hurless
HC 63, Box 11738
Challis, Idaho 83226

V.

The Corporation shall have five (5) directors once there are at least ten (10) owners of property within the subdivision. Initially, until such condition is met, there shall be three (3) temporary directors, whose names and addresses are:

Clayton Hurless
HC 63, Box 1738
Challis, ID 83226

Dana Hurless
HC 67, Box 202
Clayton, ID 83227

Reed Davis
HC 67, Box 45
Clayton, ID 83227

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DATE 06/02/1997 0900 97721

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VI.

The name and address of the incorporator is:

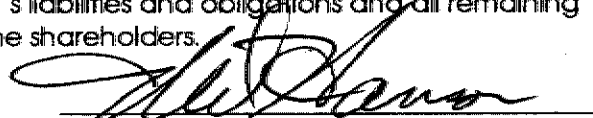
Clayton Hurless
HC 63, Box 1738
Challis, Idaho 83226

VII.

The Corporation will have members composed of individuals from the Cooperative Association.

VIII.

Upon dissolution of the Corporation and approval by the written consent of all shareholders, if said dissolution is voluntary, the shareholders shall approve three (3) members to sell, convey and dispose of the Corporation's assets, to then apply assets and proceeds of sales to expenses and the payment of the Corporation's liabilities and obligations and all remaining assets will then be distributed equally among the shareholders.

A handwritten signature in dark ink, appearing to read "Michael D. Hanson", is written over a horizontal line.

Michael D. Hanson, Attorney for
Clayton Hurless
Incorporator

SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that on this 27th day of May, 1997, that CLAYTON HURLESS, does hereby appoint MICHAEL D. HANSON, as his attorney-in-fact, with special powers to act on his behalf in his absence from Custer County, with regard to the obtaining of approval for the Old Sawmill Station Subdivision presently before the Board of Commissioners of Custer County.

This special power of attorney authorizes Michael D. Hanson to act on my behalf before the Board of Commissioners and to negotiate such matters with the State of Idaho governmental agencies as are necessary to secure approval of the subdivision and plat.

This special power of attorney shall remain in effect for sixty (60) days from the date of execution hereof unless sooner revoked by me.

STATE OF IDAHO)
 :SS
County of Custer)



On this 27th day of May, 1997, before me, the undersigned Notary for the State of Idaho, personally appeared Clayton Hurless, known to me to be the person whose name is subscribed to the within instrument, Special Power of Attorney, and acknowledged to me that he 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.



Notary Public for Idaho

Residing at: Challis

My Commission Expires: 7-21-98

97 JUL 10 AM 8:38
CLAYTON HURLESS
STATE OF IDAHO