

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**BKS OFFICE COMPLEX ASSOCIATION, INC.**

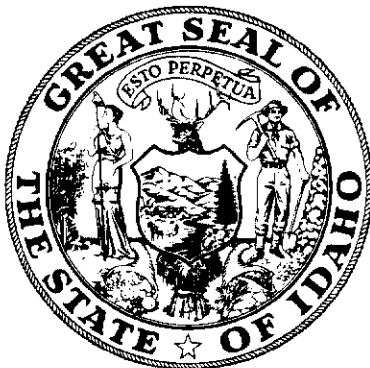
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**BKS OFFICE COMPLEX 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 November 27, 1985, 19 \_\_\_\_.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF

BKS OFFICE COMPLEX ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being natural persons of full age and being citizens of the United States of America, in order to form a non-profit corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation, to-wit:

I

NAME, REGISTERED OFFICE AND REGISTERED AGENT

The name of this corporation shall be BKS OFFICE COMPLEX ASSOCIATION, INC., with the initial registered office at 815 North 6th East in Mountain Home, Idaho, and the name of the registered agent, who may be found at that address, is John F. Bodeganeta, whose post office address is 815 North 6th East, Mountain Home, Idaho 83647.

II

DURATION

The period of existence and duration of this corporation shall be perpetual.

III

PURPOSES

This corporation shall be a non-profit membership corporation and it is organized for the following purposes:

(a) This corporation, hereinafter referred to as the "Association" is formed to be the management body as permitted by the provisions of the Idaho Condominium Property Act, being Chapter 15 of Title 55 of the Idaho Code, and its powers and privileges are and shall be consistent with the provisions of the Idaho Condominium Property Act.

(b) The Association shall exercise all powers and perform all duties imposed upon it by the BKS Office Complex Declaration of covenants, conditions and restrictions, hereinafter referred to as the "Declaration", and as the same may be amended from time to time. The Declaration designates and authorizes the Association to exercise functions as a management body and shall be recorded in the office of the County Recorder of Elmore County, Idaho, together with a certified copy of these Articles attached thereto.

(c) The specific purpose for which this Association is formed is to provide for the administration, operation, management, maintenance, preservation and control of the BKS Office Complex.

(d) To accomplish its purposes, the Association shall have the power to:

1. Adopt and enforce rules and regulations governing the use of the Association's property.

2. To exercise and enforce all rights and privileges and to assume, incur, perform, carry out and discharge all duties, obligations and responsibilities of a management body as provided in the Idaho Condominium Property Act and in the Declaration, as such Declaration is originally executed or may hereafter be amended.

3. To levy and collect the annual and special assessments and charges against the condominiums and the owners thereof and in general to assume and perform all the functions to be assumed and performed by the management body as provided in the Declaration.

4. To transfer, assign or delegate such duties, obligations and responsibilities to other persons or entities as provided for in the Idaho Condominium Property Act, in the Declaration or in an agreement executed by the Association with respect thereto.

5. To acquire by gift, purchase, lease or otherwise and to own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real and personal property in connection with the affairs of the Association.

6. To borrow money, mortgage, pledge, execute deeds of trust or hypothecate any or all of its real and personal property as security on money borrowed or debts incurred, subject to the restrictions contained in the Declaration and any amendments thereto.

7. To have and to execute any and all powers, rights and privileges under the non-profit corporation law of the State of Idaho and to carry on any activity which the Association may deem proper or convenient in connection with the foregoing purposes, or which may be calculated directly or indirectly to promote or advance the interest of the owners of units in the BKS Office Complex.

#### IV

#### MEMBERSHIP

A. There shall be one membership in the Association for each owner of a condominium in the BKS Office Complex. Each person or entity who is an owner of record, including contract purchasers, of a fee or undivided fee interest in any condominium within the complex shall, by virtue of such ownership, be a member of the Association. When more than one person or entity holds such an interest in any unit, all such persons or entities shall be members in the same proportionate interest and same type of tenancy as the title to the unit is held. The foregoing is not intended to include persons or entities who hold an interest merely as security for performance of an obligation.

B. Membership shall be appurtenant to and may not be separated from ownership of any condominium; provided, however, that the rights of membership may be assigned as further security for a loan secured by a lien on a unit in the complex. Ownership of any such unit shall be the sole qualification for being a member and shall automatically pass with the sale or transfer of the title to the unit.

C. The Association shall maintain a membership list and shall issue evidence of membership in the form and manner provided for in the by-laws.

## V

### VOTING RIGHTS

A. The voting rights of a member of the Association shall be determined by the owner members' percentage of interest in the common area of the condominium project described in the Declaration, as the term "area" is defined in Section 55-1503, of the Idaho Code; therefore, the voting rights of each member will not in all cases be equal. The Declaration, to which a copy of these articles is attached, shall set forth the percentage interest of each member in the common area or the basis of computing such percentage interest, which interest depends upon the number and type of condominium units.

B. The aggregate number of votes for all members of the Association shall be 1,000, and each member shall be entitled to cast the percentage of 1,000 votes based on his percentage of ownership in the common area, as set forth in the declaration. In the event that more than one Condominium unit is owned by an individual, or other entity, that individual or entity shall be entitled to as many votes as is set forth in the Declaration for the Condominiums so owned.

C. In the event any unit is owned by two or more persons, whether by joint tenancy, tenancy in common, as community property or otherwise, the membership appurtenant to such unit shall be a joint and single membership and shall be issued in the names of such owners and they shall designate to this Association, in writing, at the time of issuance, one of their number who shall hold the membership and have the power to vote for said membership. In the absence of such designation and until such designation is made, the Board of Directors of the Association shall make the designation.

D. Voting by proxy shall be permitted; provided, however, that a proxy shall not be valid for a period in excess of one month from date of execution, unless renewed, and shall automatically terminate if the grantor of the proxy ceases to be a member of the Association. Any proxy shall be revocable at the pleasure of its grantor.

E. The Association may suspend any member's voting rights in the Association during any period in which such member fails to comply with his obligations as set forth in the Declaration or the by-laws of the Association.

VI

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of at least three directors, who shall be members of the Association, at meetings duly held pursuant to the by-laws and at which a quorum is present in person or by proxy. The number of the Board of Directors may be changed from time to time as prescribed by the by-laws, but shall be not less than three nor more than seven. The names and post office addresses of those who are selected to act as directors until the first annual election are as follows:

NAME	ADDRESS
John F. Bideganeta	815 North 6th East Mountain Home, Idaho 83647
Michael P. Koelsch	1235 Holiday Drive Mountain Home, Idaho 83647
Richard F. Starkey	465 East 18th North Mountain Home, Idaho 83647

VII

PRIVATE PROPERTY OF MEMBERS

The private property of the members, directors and officers of this Association shall be forever exempt from its debts and obligations, except as otherwise provided in the by-laws or the Declaration.

VIII

BY-LAWS

The initial by-laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

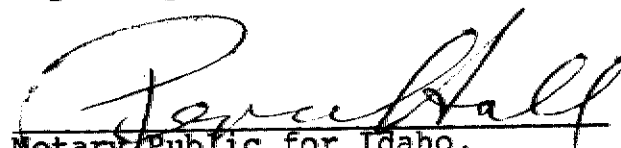
IN WITNESS WHEREOF, the undersigned, as incorporators and initial Board of Directors, have hereunto set their hands this 30th day of October, 1985.

John F. Bideganeta  
John F. Bideganeta  
Michael P. Koelsch  
Michael P. Koelsch  
Richard F. Starkey  
Richard F. Starkey

STATE OF IDAHO,           )  
                                  ) ss.  
COUNTY OF ELMORE,       )

On this 30th day of October, 1985, before me, the undersigned, a Notary Public in and for said state, personally appeared JOHN F. BIDEGANETA, MICHAEL P. KOELSCH and RICHARD F. STARKEY, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they 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 Mountain Home, ID