



CERTIFICATE OF INCORPORATION
OF

BRIDGEPOINT CONSULTANTS, INC.

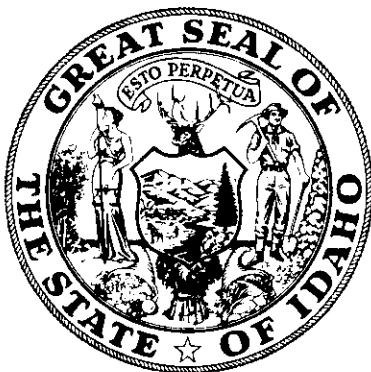
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

BRIDGEPOINT CONSULTANTS, 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 4, 1989.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECORDED

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ARTICLES OF INCORPORATION
OF
BRIDGEPOINT CONDOMINIUMS, INC.
STATE

ARTICLE 1

NAME

The name of this corporation shall be BRIDGEPOINT
CONDOMINIUMS, INC.

ARTICLE 2

DURATION

The term of existence of this corporation is perpetual.

ARTICLE 3

PURPOSES

The business, objects and purposes for which the
corporation is formed are as follows:

1. To be and constitute the corporation to which
reference is made in the Declaration of Condominium for Bridge-
point Condominiums, Inc., any supplement thereto (for brevity,
hereinafter referred to as "Declaration") recorded in the records
of the Clerk and Recorder of the County of Blaine, Idaho, pursuant
to the Idaho Condominium Ownership Act, and amendment thereto,
relating to a condominium ownership project, and to perform all
obligations and duties of the corporation and to exercise all
rights and powers of the corporation.

2. To provide an entity for the furtherance of the
interests of all of the owners, including the Declarant named in
the Declaration, of condominium units in the Bridgepoint Condo-
minium ownership project of the highest possible quality and value
and enhancing and protecting its value, desirability and
attractiveness.

ARTICLE 4

1 by the statutes and common law of the State of Idaho in effect
2 from time to time, including all of the powers necessary or
3 desirable to perform the obligations and duties and exercises
4 the rights and powers of the corporation under the Declaration
5 which will include, but shall not be limited to, the following:

6 1. To make and collect common expense assessments
7 against members of the corporation for the purposes of payment
8 of the common expenses (including the expenses incurred in
9 exercising its powers or of performing its functions);

10 2. To manage, control, operate, maintain, repair,
11 improve, and enlarge the common elements;

12 3. To enforce the terms, covenants, restrictions,
13 conditions, uses, limitations and obligations set forth under the
14 Declaration and By-Laws and to make and enforce rules and regula-
15 tions as provided therein;

16 4. To engage in activities which will actively foster,
17 promote, and advance the interests of all of the owners of the
18 condominium units including the interests of the Declarant during
19 its development of the project and its ownership of condominium
20 units;

21 5. To hire a Managing Agent who shall have and
22 exercise those duties and powers granted to him by the Board
23 of Directors but not those powers which the Board by law,
24 may not delegate;

25 6. Notwithstanding the above, unless at least seventy-
26 five percent (75%) of the first mortgagees of condominium Units
27 (based upon one vote for each first mortgage owned or held)
28 have given their prior written approval, the Corporation shall

entitled to:

1 (c) By act or omission, seek to abandon, partition,
2 subdivide, encumber, sell or transfer the common elements.

3 (d) Use hazard insurance proceeds for loss to the
4 improvements for other than the repair, replacement or reconstruc-
5 tion of such improvements.

6 ARTICLE 5

7 MEMBERSHIPS

8 1. This corporation shall be a membership corporation
9 without certificates of shares of stock. There shall be one
10 class of membership, and there shall be one membership in the
11 corporation for each condominium unit, as defined in the Declara-
12 tion and supplements thereto. The owner or owners of a condomin-
13 ium unit shall hold and share the membership related to that
14 condominium unit in the same proportionate interest and by the
15 same type of tenancy in which the title to the condominium unit
16 is held, provided always that there shall be only one membership
17 per condominium unit. No person or entity other than an owner
18 of a condominium unit may be a member of the corporation.

19 2. Each membership shall have one vote. When more
20 than one person holds a membership, they may appoint one of their
21 co-members as proxy to cast the vote for that membership. Such
22 vote shall be cast as the owners thereof agree, but in no event
23 shall more than one vote per question be cast with respect to
24 any one membership. If the co-members cannot agree as to the
25 manner in which their vote should be cast when called upon to
26 vote, then they will treated as having abstained.

27 3. A membership in the corporation and the share of
28 a member in the assets of the corporation shall not be assigned,
29 encumbered or transferred in any manner except as appurtenant
30 to the transfer of title to the condominium unit to which the
31 membership pertains; provided, however, that the rights of
32 membership may be assigned to the holder of a mortgage, deed of

1 trust or other security instrument on a condominium unit as
2 further security for a loan secured by a lien on such condominium
3 unit.

4 4. A transfer of membership shall occur automatically
5 upon the transfer of title to the condominium unit to which
6 the membership pertains; provided, however, that the By-Laws
7 of the corporation may contain reasonable provisions and require-
8 ments with respect to recording such transfers on the books
9 and records of the corporation.

10 5. Members shall have the right to purchase other
11 condominium units and the memberships appurtenant thereto as
12 provided in the Declaration.

13 6. The corporation may suspend the voting rights
14 of a member for failure to comply with the rules or regulations
15 of the corporation or with any other obligations of the owners
16 of any condominium unit under the Declaration and By-Laws.

17 7. The By-Laws may contain provisions setting forth
18 the rights, privileges, duties and responsibilities of the members.

19 ARTICLE 6

20 BOARD OF DIRECTORS

21 1. The business and affairs of the corporation shall be
22 conducted, managed and controlled by a Board of Directors. The
23 Board of Directors shall consist of not less than three nor more
24 than five members, the specific number to be set forth from time
25 to time in the By-Laws of the Corporation. Directors shall
26 be owners (as defined in the Declaration) which, in the case
27 of Declarant or other corporate owners, shall include the officers,
28 directors, agents or employees of Declarant and the officers
29 and directors of other corporate owners.

30 2. Members of the Board of Directors shall be
31 elected at the annual meeting of the members in the manner deter-
32 mined by the By-Laws; provided, however, that the Declarant

1 under the Declaration shall be entitled to elect the members of
2 the Board of Directors until such time as one hundred percent
3 (100%) of the condominium units within the condominium project
4 have been sold or December 31, 1980, whichever occurs first.

5 3. Directors may be removed and vacancies of the Board
6 of Directors shall be filled in the manner to be provided by
7 the By-laws.

8 4. The names and addresses of the members of the
9 first Board of Directors who shall serve until the first election
10 of Directors and until their successors are duly elected and
11 qualified as follows:

12 Paul Plett	Box 2199, Sun Valley, Idaho 83353
13 John Scherer	Box 2199, Sun Valley, Idaho 83353
14 Alison Scherer	Box 2199, Sun Valley, Idaho 83353

15 Any vacancies in the Board of Directors occurring before the first
16 election of Directors shall be filled by the remaining Directors.

17 ARTICLE 7

18 OFFICERS

19 The Board of Directors shall appoint a President, one
20 or more Vice Presidents, a Secretary, a Treasurer, and such
21 other officers as the Board believes will be in the best interest
22 of the corporation. The officers shall have such duties as may
23 be prescribed in the By-laws of the corporation and shall serve
24 at the pleasure of the Board of Directors.

25 ARTICLE 8

26 CONVEYANCES AND ENCUMBRANCES

27 Corporate property may be conveyed or encumbered by
28 authority of the Board of Directors or by such person or persons
29 to whom such authority may be delegated by resolution of the
30 Board. Conveyances or encumbrances shall be by an instrument
31 executed by the President or a Vice President and by the Secretary
32 or an Assistant Secretary, or executed by such other person or

PARSONS, SMITH & STONE
LAWYERS
BURLEY, IDAHO

1 persons to whom such authority may be delegated by the Board.

2 ARTICLE 9

3 INITIAL REGISTERED OFFICE AND AGENT

4 The initial registered office of the corporation shall
5 be Box 2199, Sun Valley, Idaho, 83353. The initial registered
6 agent of such office shall be John Scherer.

7 ARTICLE 10

8 AMENDMENTS

9 Amendments to these Articles of Incorporation shall
10 be adopted,,if at all, in the manner set forth in the By-Laws;
11 PROVIDED, HOWEVER, that no amendment to these Articles of
12 Incorporation shall be contrary to or inconsistent with the
13 provisions of the Declaration.

14 ARTICLE 11

15 GENERAL

16 This corporation is a non-profit corporation.

17 ARTICLE 12

18 INCORPORATORS

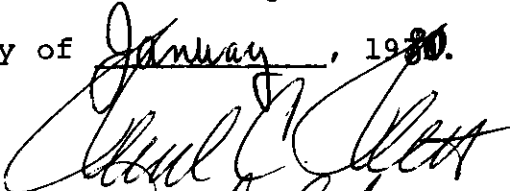

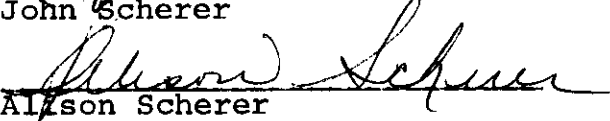
19 The incorporators of this corporation and their
20 addresses are as follows:

21 Paul Plett Box 2199, Sun Valley, Idaho 83353

22 John Scherer Box 2199, Sun Valley, Idaho 83353

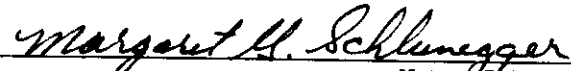
23 Alison Scherer Box 2199, Sun Valley, Idaho 83353

24 DATED this 30 day of January, 1980.


Paul Plett

John Scherer

Alison Scherer

STATE OF IDAHO, COUNTY OF Blaine
On this 30th day of January, 19 80
before me, a notary public in and for said State, per-
sonally appeared
Paul C. Plett, John Scherer
and Alison Scherer

known to me to be the person S whose name S
subscribed to the within instrument, and acknowledged to
me that they executed the same.


Notary Public

Residing at Burley, Idaho
Comm. Expires April 1, 1982

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