

State of Idaho

Department of State

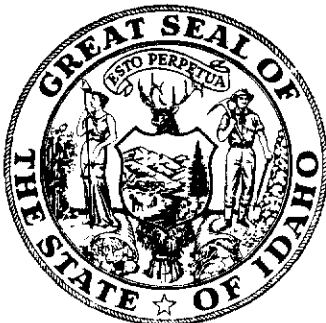
CERTIFICATE OF INCORPORATION OF

COUGAR RUN PROPERTY OWNERS ASSOCIATION, INC.
File number C 118395

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 COUGAR RUN PROPERTY OWNERS 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: February 24, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hartley*

ARTICLES OF INCORPORATION
OF
COUGAR RUN PROPERTY OWNERS ASSOCIATION, INC.

Feb 24
IDHO SECRETARY OF STATE
DATE 02/24/1997
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We, the undersigned incorporators, being persons legally competent to enter into contracts, for the purpose of forming a nonprofit corporation under the law of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation is:

COUGAR RUN PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II.

TERM OF EXISTENCE

The term of duration of this corporation is perpetual.

ARTICLE III.

NONPROFIT CORPORATION

The corporation is a non-profit corporation and shall have no capital stock. No part of the income, pecuniary profits, or dividends of the corporation are distributable to its members, directors or officers.

ARTICLE IV.

PURPOSE AND NATURE OF BUSINESS

This corporation is organized for the following purposes:

1. To engage in any lawful activity for which non-profit corporations may be created.

2. To provide for the ownership, management, development, construction, maintenance, improvement and usage of common areas in the Cougar Run Subdivision.
3. To enforce the covenants and restrictions of the Cougar Run Subdivision.
4. To promulgate rules and regulations for the Cougar Run Subdivision.
5. All things necessary to protect the interests of the owners of lots in the Cougar Run Subdivision.
6. To form an Architectural Committee.

ARTICLE V.

MEMBERS

The corporation shall be a membership corporation without shareholders. Each owner of a lot in the Cougar Run Subdivision shall be eligible for membership in this corporation. There shall be one voting right for each lot owned. Membership shall not require the approval of the Board of Directors or other members of the corporation. Voting may be by proxy in writing dated and signed by a member; provided, however, no such proxy shall be valid after transfer of the lot by the party issuing the proxy.

DEVELOPER AS MEMBERS

The said James W. Anderson and Kay L. Anderson shall have three (3) voting rights (3 votes) for each lot owned by it in the COUGAR RUN SUBDIVISION.

ARTICLE VI.

REGISTERED AGENT/REGISTERED OFFICE

The address of the corporation's initial registered office in the State of Idaho shall be HCR 5 Box 203, Priest Lake, Idaho 83856. The name of its initial registered agent at such

address is JAMES W. ANDERSON.

ARTICLE VII.

INCORPORATORS

The name and post office address of each of the initial incorporators/members is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES W. ANDERSON	HCR 5 Box 203 Priest Lake, ID 83856
KAY L. ANDERSON	HCR 5 Box 203 Priest Lake, ID 83856

ARTICLE VIII.

BOARD OF DIRECTORS

The initial Board of Directors shall consist of the following persons:

<u>NAME</u>	<u>ADDRESS</u>
JAMES W. ANDERSON	See Above
KAY L. ANDERSON	See Above

The corporation shall have not less than three (3) directors on the Board of Directors. The qualifications, terms, manner of election, powers and duties shall be as prescribed by law, these Articles and by the By-Laws as adopted.

ARTICLE IX.

ASSESSMENTS/CHARGES

Assessments and charges of the corporation shall be made as to each lot. Assessments and charges left unpaid by a lot owner shall be subject to penalties and interest as determined

by the Board of Directors. Unpaid assessments and charges must be paid by any transferee of a lot or successor in interest of a lot.

ARTICLE X.

CORPORATE AFFAIRS

The method and manner of holding directors' meetings and member meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-Laws of the corporation and by the laws of the State of Idaho. By-Laws not inconsistent with these Articles may be adopted, altered, amended or repealed at any regular meeting of the members, or at any special meeting of the members of the corporation called for that purpose, by an affirmative vote of two-thirds (2/3) of the members present at such meeting; provided however, a quorum, which shall be a majority of the eligible votes, shall be present through members or by proxy.

The Board of Directors may repeal and amend the By-Laws of the corporation and adopt new By-Laws.

ARTICLE XI.

AMENDMENTS TO ARTICLES

These articles may be amended in any respect conformable to the laws of the State of Idaho and by a vote of the required percentage of members as required by the laws of the State of Idaho in a meeting of members called for that purpose as prescribed by law.

ARTICLE XII.

INTERNAL REVENUE

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Internal Revenue Code Section 501 (c) 3. Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the non-profit corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its exempt status under Internal Revenue Code Section 501 (c) 3.

IN WITNESS WHEREOF, The incorporators have executed these Articles of Incorporation this 21 day of FEBRUARY, 1997.

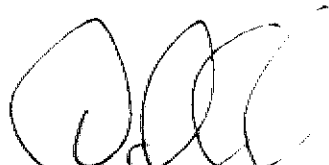

JAMES W. ANDERSON
As registered agent and
as incorporator


KAY L. ANDERSON

STATE OF IDAHO)
 :
County of Bonner)

On this 21 day of FEBRUARY, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES W. ANDERSON and KAY L. ANDERSON known to me to be the persons whose names are subscribed to the within 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 PHILIP RIVER