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STATE OF IDAHO

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SECRET
STATE

ARTICLES OF INCORPORATION

OF

WEST MOYIE PROPERTY OWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, whose names are hereto affixed, all of whom are bona fide residents of the State of Idaho, do under and in pursuance of Chapter 3 of Title 30, Idaho Code and as hereafter amended, hereby organize, constitute and associate ourselves in accordance with these Articles, into a body politic, and corporate for the purposes hereinafter set forth and to that end we execute these Articles of Incorporation, and hereby certify, set forth and declare as follows:

I.

NAME

The name of the corporation is **WEST MOYIE PROPERTY OWNERS ASSOCIATION, INC.**

II.

DURATION

The duration of the corporation is perpetual.

III.

PURPOSE

The purpose of this organization shall be:

IDAHO SECRETARY OF STATE
08/15/2001 05:00
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To apply for all city, county, state and federal licenses and permits to establish a private road access to and on the south side of U.S. Highway No. 2 in Section 16, T.W.P. 62N, R2 E, B.M. and to own, develop and maintain said private road and access and the rights of way over which it crosses. It is specifically intended that this road shall serve those properties in the aforesaid section 16 which are described in those warranty deeds recorded in the records of Boundary County, Idaho, as instrument No. 193613 and 197113. The Board of Directors shall have the authority to extend the road to serve other property and grant membership to those properties upon such conditions as they deem appropriate and are not inconsistent with the access permits granted by the public authorities.

For the purpose of insuring the orderly development, maintenance and to protect the value of the property to which membership is granted, this corporation shall have the power and authority to establish restrictions, regulations and covenants as to the use, development and improvement of the property described herein or to which membership may be extended. The corporation shall have the power to acquire, own and dispose of both real and personal property.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other article, but the purposes and powers specified herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing to be deemed to exclude other, although it be of like nature not expressed.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every

other act or acts, things incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes or any part or parts thereof, provided the same not be inconsistent with the laws under which this corporation is organized.

IV.

MEMBERSHIP, DIRECTOR AND ASSESSMENT OF FEES

The corporation shall have members and for each membership there shall be one position as a director on the Board of Directors. Each parcel of property served by the road will qualify to be granted a membership subject to a unanimous vote of the Board of Directors. Membership will be subject to compliance with the By-Laws and payment of fees and assessments. The Board of Directors shall be the managing body of the corporation and shall manage the business of the corporation in accordance with the By-Laws. Any modification of the By-Laws or the establishment of new memberships or directorships may only be done by the unanimous vote of the Board of Directors

The corporation shall through its Board of Directors have the authority to establish means and methods of measuring the amount of services it provides to each member's property and may establish one or more schedules for the assessment of fees and costs against each membership in a fair and equitable manner. These fees and costs may be either assessed equally against all memberships if the costs and benefits are equal or in accordance with the quantity of services provided to each member. Whenever there is an accumulation of fees and assessments in excess of the amount necessary to conduct the business and duties of the corporation and provide adequate and necessary reserves for such, upon the unanimous vote of the directors, such portion of accumulate, or a portion they determine appropriate, may be refunded to the members in proportion to their contribution thereto. The directors shall only have the authority to levy such fees and assessments upon the membership as

shall be necessary to operate, maintain and improve the road and right of way owned and/or operated by the corporation and retain reserve as necessary for such purpose.

V.

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the corporation the assets of the corporation shall be divided in cash or in kind equally between the members at the time of the dissolution.

VI.

LOCATION

The location and the street address of the registered office of the corporation is HCR 85, #288A, Bonners Ferry, Idaho, 83805, and the mailing address is P. O. Box 309, Moyie Springs, Idaho, 83845. The name of the registered agent is Richard Landis and he conducts business at and receives his mail at the registered office of the said corporation.

VII.

MEMBERSHIP

This corporation shall have members as provided in the By-Laws, which shall require that there shall be no more than one membership that shall be appurtenant to and not separated from each parcel of land that the membership shall serve. No membership shall be granted to any parcel of real property that is not served by the road referred to in Section III.

VIII.

DIRECTORS

The names and mailing addresses of the initial Directors are:

Richard Landis P. O. Box 309 Moyie Springs, Idaho 83845

