

**FILED**

May 12 11:00 AM '99

**ARTICLES OF INCORPORATION**  
**OF**  
**OWL ROCK ROAD ASSOCIATION, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I**

**NAME**

The name of the Corporation is Owl Rock Road Association, Inc.

**ARTICLE II**

**NONPROFIT STATUS**

The Corporation is a non-profit corporation.

**ARTICLE III**

**PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

The registered office of the corporation is 105 Irene Drive, P.O. Box 3496, Ketchum, Idaho 83340 and its registered agent at that address is Heidi Baldwin.

**IDaho SECRETARY OF STATE**

**05/19/1999 09:00**  
**CL: 36347 CT: 21254 IN: 210230**

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## ARTICLE V

### PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. To repair, replace, improve, and maintain the surface, subsurface and adjacent easement areas of that certain private road located near Ketchum, Idaho known as Owl Rock Road, and to that end to receive estimates upon and bids for, and to perform or enter into contracts for the performance of grading, draining, building, vegetating, paving, repairing, clearing of snow, or improving in any manner said Owl Rock Road, including without limitation any bridges, walks and other conveniences, plants and private works of all kinds.

B. To manufacture, mix, prepare, purchase, or otherwise acquire, and to use, lay, sell, or otherwise dispose of or deal in, bricks, tiles, asphalt, stone, gravel, sand, cement, oils, bituminous substances, and all other materials and supplies used or which may be used in road maintenance, alteration and repair.

C. To manufacture, purchase, rent, use, and dispose of all machinery, tools, and apparatus necessary or convenient in and about the prosecution of its business.

D. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes. Nothing herein contained shall be deemed to authorize or permit the Corporation to do any acts that a Corporation formed under the Act, or any amendment thereto or substitute therefore may not at that time lawfully carry on or do.

## ARTICLE VI

### MEMBERS

The Corporation shall have members, who shall consist of and be limited to the landowners of the private property adjacent to Owl Rock Road. If more than one person or entity is identified as an owner of a single parcel of property adjacent to Owl Rock Road, said owners shall designate one owner of that parcel of property to be a member of the Corporation.

Membership dues may be charged to all members, except the state of Idaho, in equal amounts or in different amounts or proportions upon different members, pursuant to the requirements of the Bylaws. The state of Idaho shall be exempt from payment of any Assessments, however, successors in interest from the state of Idaho shall be assessed as with other Lot Owners. The Board of Directors, subject to the limitations set forth in the Bylaws, is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe. The total charges payable by any Member cannot be increased over that provided in the Bylaws without the unanimous approval of all Members. This Article VI of the Articles of Incorporation of the Corporation can only be amended on the affirmative vote of all Members.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall not be less than three (3), but may be increased to not more than five (5) in accordance with the Corporation's Bylaws. The name and street addresses of the persons constituting the initial Board of Directors are:

| NAME   | ADDRESS  |
|--|--|
| Heidi Baldwin  | 105 Irene Drive<br>P.O. Box 3496<br>Ketchum, Idaho 83340   |
| Gary Gigot   | <del>2211 Elliott Avenue</del><br><del>520 Pike Street, Suite 1800</del><br>Seattle, Washington 98101<br>98121 |
| Stanley F. Hamilton<br>Director of the Department of Lands<br>or his designated representative | 954 W. Jefferson Street<br>P.O. Box 83720<br>Boise, ID 83720-0050  |

## ARTICLE VIII

### INCORPORATOR

The name and address of the incorporator is: Heidi Baldwin, 105 Irene Drive, P.O. Box 3496, Ketchum, Idaho 83340.

## ARTICLE IX

### DISTRIBUTION ON DISSOLUTION

On dissolution of the Corporation, the Board of Directors shall, after paying, or making provisions for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation in such manner as is consistent with the requirements of the Idaho Nonprofit Corporation Act, as the same is then in effect.

## ARTICLE X

### BYLAWS

Provisions for the regulations of the internal affairs of the Corporation shall be set forth in the Bylaws. Except as otherwise provided in these Articles of Incorporation or in the Bylaws, the Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 8<sup>th</sup> day of March, 1999.

Heidi Baldwin  
Heidi Baldwin, Incorporator