

**ARTICLES OF INCORPORATION
OF
THE WILLOWS LOT OWNERS' ASSOCIATION, INC.
A NONPROFIT CORPORATION**

FILED EFFECTIVE

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SECRETARY OF STATE

STATE OF IDAHO

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

ARTICLE 1. NAME

The name of the Corporation shall be THE WILLOWS LOT OWNERS' ASSOCIATION, INC.

ARTICLE 2. NON-PROFIT STATUS

This Corporation shall be a nonprofit corporation.

ARTICLE 3. DURATION

The period of this Corporation shall be perpetual.

ARTICLE 4. PURPOSES

The purposes for which this Corporation is organized are as follows:

(a) To perform the functions and provide service as set forth in the Declaration of Protective Covenants, Conditions and Restrictions for The Willows, located in Valley County, Idaho, hereinafter referred to as the "Declaration."

(b) To be operated exclusively for the above-stated purposes and for other non-profit purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

(c) To exercise all powers granted by law necessary and proper to carry out the above stated purposes and to further common interests of the membership, including but not limited to the power to accept donations of money, property (whether real or personal), or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE 5. NON-STOCK CORPORATION

This Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its members.

ARTICLE 6. MEMBERS

The Corporation shall have one (1) class of Members who shall be voting Members, as set forth in the Bylaws of the Corporation.

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ARTICLE 7. ASSESSMENTS

Assessments shall be levied against the members in accordance with the Declaration of Protective Covenants, Conditions, and Restrictions for The Willows. The amount and method of collection of said assessments shall be as provided in said Declaration. Assessments may be made enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. Assessments may be secured by a lien upon real property to which membership rights are appurtenant, and action may be brought to foreclose any such lien.

ARTICLE 8. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE 9. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE 10. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation shall be 239 Ashton Lane, Lake Fork, Idaho, 83615. The name of the Corporation's initial registered agent at such address is Alan F. Pearson. The initial mailing address of the Corporation shall be P.O. Box 22, Lake Fork, Idaho 83635.

ARTICLE 11. DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) individuals, who shall, after transfer of control of the Association, all be Members of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the Members in the manner and for the term provided in the Bylaws of the Corporation.

The name and mailing address of the persons constituting the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alan F. Pearson	P.O. Box 732, McCall, ID 83638
William D. Fairfield	313 Deinhard Lane, McCall, ID 83638
James G. Gerblich	313 Deinhard Lane, McCall, ID 83638

ARTICLE 12. INCORPORATOR


The name and address of the incorporator of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alan F. Pearson	P.O. Box 732, McCall, ID 83638

ARTICLE 13. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 24th day of April, 2006.



ALAN F. PEARSON, Incorporator