

# State of Idaho

## Department of State

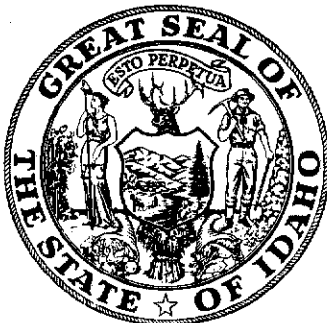
CERTIFICATE OF INCORPORATION  
OF

REDWOOD INDUSTRIAL CONDOMINIUM ASSOCIATION, INC.  
File number C 116508

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 REDWOOD INDUSTRIAL CONDOMINIUM 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: September 23, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Andrews*

SEP 23 10 52 AM '96

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**REDWOOD INDUSTRIAL CONDOMINIUM ASSOCIATION,**

IDAHO SECRETARY OF STATE  
DATE 09/27/1996 0900 25642  
CK #: 1926 CUST# 24249  
INC NONP  
30.00= 30.00

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The undersigned natural person of the age of twenty-one or more years, acting as an incorporator under the provisions of the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation.

**I. NAME OF CORPORATION.**

The name of this Corporation is **REDWOOD INDUSTRIAL CONDOMINIUM ASSOCIATION, INC.**

**II. DURATION OF EXISTENCE.**

The period of existence and the duration of the life of this Corporation shall be perpetual.

**III. NONPROFIT CORPORATION.**

This Corporation shall be a nonprofit membership corporation organized pursuant to the Idaho Nonprofit Corporation Act.

**IV. PURPOSES AND POWERS.**

A. The nature of the business and the purposes for which this Corporation is formed is to be a management body as allowed and defined by the provisions of the Idaho Condominium Property Act and as provided for in the terms and conditions of that certain DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS ("Declaration") to be executed by David F. Wilson, as General Partner, on behalf of Northwood Development Co., a California Limited Partnership, and which Declaration delegates and authorizes this Corporation to exercise certain functions as the management body. The Declaration shall be recorded in the office of the County recorder of Blaine County, State of Idaho.

B. The Corporation shall have the following powers:

- 1. All powers conferred upon nonprofit corporations by common law,

the Declaration, the Idaho Nonprofit Corporation Act, the Idaho Condominium Property Act, and any other statutes in the State of Idaho in effect from time to time; including but not limited to:

a. the power to have, exercise and enforce all rights and privileges, and to assume, incur, perform, carry out and discharge all duties, obligations and responsibilities of a management body as provided for in the Idaho Condominium Property Act and in the Declaration, as such Declaration is originally executed or, if amended, as amended.

b. the power to determine, levy and collect regular and special assessments and any other charges to be levied against the members of the Corporation;

c. the power to manage, control, operate, maintain, repair and improve the property of the Corporation and any property or facilities subsequently acquired by the Corporation;

d. the power to adopt and enforce rules and regulations covering the use of any area within the Corporation; and

e. the power to engage in activities which will foster, promote and advance the interests of the members of the Corporation.

2. All of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws and the Declaration.

#### **V. MEMBERSHIP CERTIFICATES, VOTING POWER AND DETERMINATION OF PROPERTY RIGHTS AND INTEREST.**

A. Each member shall be entitled to receive a Certificate of Membership, which Certificate shall state the number of votes he is entitled to cast as a member of the Corporation.

B. There shall be one membership in the Corporation for each condominium in the project as established in the Declaration. The members of the Corporation must be and remain owners of the condominiums within the project set forth in the Declaration to be recorded in Blaine County, Idaho, and the Corporation shall include owners of condominiums within the project. If title to a condominium is held by more than one person, the membership relating to that condominium shall be shared by all such persons in the same proportions as the ownership interest and in the same type of tenancy which the title to the condominium is held.

C. No person or entity other than an owner may be a member of the

Corporation. A member shall not assign or transfer his Membership Certificate except in connection with the transfer or sale of a condominium. Every person or entity who is an owner of any condominium unit included in any condominium project for which the Corporation has been or may be designated as a management body shall be required to be a member of the Corporation and remain a member so long as such person or entity shall retain the ownership of the condominium unit. Membership in the Corporation is declared to be appurtenant to the title of the condominium unit upon which such membership is based and automatically shall pass with the sale or transfer of title of the unit. Members shall not have preemptive rights to purchase other memberships in the Corporation or other condominium units in the project.

D. The voting rights and interests of a member of the Corporation shall be determined by the owner member's percentage interest in the Common Area of the condominium project described in the Declaration, as the term Common Area is defined in the Idaho Condominium Property Act. It is acknowledged that the voting rights and interests of each member owner may not in all cases be equal. An exhibit attached hereto shall set forth the percentage interest of each member in the common area which interest depends upon the number and type of condominium units. The voting rights and interests of new members shall be determined in the same way as such percentage interests and rights were determined for old members.

E. The total number of votes that attach to Membership Certificates shall be exercised by the members of the Corporation from and after the date of incorporation. Each member shall be entitled to vote the same percentage of the 100 votes as he is given percentage in the common area.

## **VI. ASSESSMENT LIABILITY.**

Each member shall be liable for the payment of assessments provided for in the Declaration and for the payment and discharge of the liabilities of the Corporation as provided for in the Declaration and the Idaho Condominium Property Act.

## **VII. REGISTERED AGENT AND OFFICE.**

The location and Post Office address of the registered office of this Corporation shall be at 251 Northwood Way, Suite F, Ketchum, Idaho 83340 and at Post Office Box 3214, Ketchum, Idaho 83340. The registered agent at that address shall be David F. Wilson.

**VIII. INITIAL BOARD OF DIRECTORS.**

The business and affairs of the Corporation shall be managed and controlled by a Board of Directors. The original Board of Directors shall be three (3); however, the Bylaws of the Corporation may provide for a change in their number in accordance with the Idaho Nonprofit Corporations Act. The names and addresses of the initial Board of Directors are as follows:

David F. Wilson	P. O. Box 3214 Ketchum, Idaho 83340
Patricia Wilson	P. O. Box 3214 Ketchum, Idaho 83340
James Woodyard	P. O. Box 6006 Ketchum, Idaho 83340

**IX. INCORPORATOR.**

The name and address of the Incorporator of this Corporation are David F. Wilson, P. O. Box 3214, Ketchum, Idaho 83340.

**X. PROVISIONS FOR REGULATION OF CORPORATION INTERNAL AFFAIRS.**

**A. Meetings of Directors.** Meetings of the Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

**B. Bylaws.** The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the members, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Nonprofit Corporation Act and these Articles.

**C. Declaration of Covenants, Conditions and Restrictions.** The Corporation is primarily established to own, manage and administer real and personal property of the Corporation. To that end, a Notice of Addition of Territory and Supplemental Declaration of Covenants, Conditions and Restrictions for Redwood Industrial Condominium Association, Inc. shall be adopted and recorded against the real property of the Corporation. The Declaration shall set forth in more particularity the rights, duties, obligations and responsibilities of the

Corporation. The power to amend or repeal the Declaration shall be as set forth in said Declaration.

**D. Indemnification of Directors and Officers.** The Bylaws of the Corporation shall provide for the circumstances in which Directors and Officers of the Corporation may be entitled to indemnification.

**XI. BENEFICIAL INTEREST.**

Other than by acquiring, constructing or providing management, maintenance and care of property held by the Corporation, commonly held by members of the Corporation or located in the development held by members of the Corporation or located in the development and owned by the members of the Corporation and other than by rebate of excess membership dues, fees or assessments, no part of the net earnings of the Corporation shall inure to the benefit of any private member or individual.


**XII. AMENDMENT OF ARTICLES OF INCORPORATION.**

These Articles of Incorporation may be amended or repealed by the affirmative vote of two thirds (2/3) or more of the voting power of the Corporation.

**XIII. DISTRIBUTION ON DISSOLUTION.**

The Corporation, upon dissolution, shall distribute its property in accordance with the Idaho Nonprofit Corporation Act.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this corporation, executes these ARTICLES OF INCORPORATION, in duplicate, this 19 day of Sept, 1996.

  
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**DAVID F. WILSON**  
Incorporator

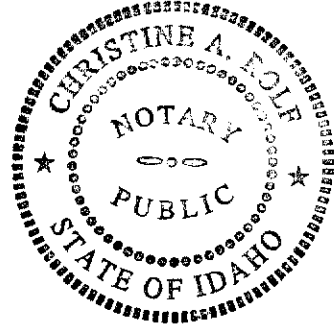
State of Idaho )

SS.

County of Blaine )

On this 19th day of September, 1996, before me, a Notary Public in and for said State, personally appeared DAVID F. WILSON, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.



WILSON.D\O-0312.ART

Christine A. EOLF  
NOTARY PUBLIC in and for  
the State of Idaho  
residing at Hailey, Idaho  
Commission expires 6-6-99