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State of Idaho

Department of State

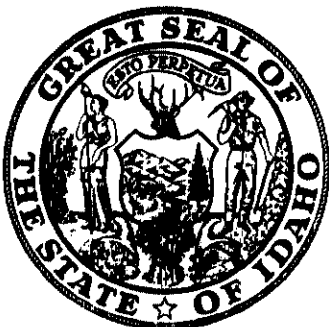
CERTIFICATE OF INCORPORATION OF

CLEARWATER RIDGE PROPERTY OWNERS ASSOCIATION, INC.

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 CLEARWATER RIDGE 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: March 17, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

Angie Hicken

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IDAHO SECRETARY OF STATE

ARTICLES OF INCORPORATION

of

CLEARWATER RIDGE PROPERTY OWNERS ASSOCIATION, INC.

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STATE OF IDAHO
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The undersigned, acting as incorporator under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

Name. The name of the corporation is CLEARWATER RIDGE PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II

Duration. The period of its duration is perpetual.

ARTICLE III

Purposes. The purposes for which the corporation is organized are:

A. This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, preservation, and general upkeep of roadways serving real property owned by the members of the corporation, and located within the area described on Exhibit "A" attached hereto and by this reference incorporated herein.

B. To promote the general health, safety and welfare of the residences within the above-described area.

C. To exercise all of the powers and privileges and to perform all of the duties and obligations as owners have set forth

in the certain Declaration of Restrictive Covenants for Clearwater Ridge, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the office of the county recorder, Nez Perce County, Idaho, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as set forth in full.

D. To fix levy and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the bylaws of the corporation; to pay all expenses in connection therewith and all offices and other expenses instrument to the conduct of the business of the corporation, including all licenses, taxes, and governmental charges levied or imposed against the property of the corporation.

E. To adopt bylaws necessary to accomplish the purposes herein set forth.

F. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may now or may hereafter exercise.

ARTICLE IV

Board of Directors. The affairs of the corporation shall be managed by a board of three directors, who need not be members of the corporation. The numbers of directors may be changed by amendment of the bylaws of the corporation. Each member shall serve a one-year term. The names and addresses of the individuals to serve as the original board of directors are:

<u>Name</u>	<u>Address</u>
William H. Horwood	36114 Lower Sumas Mountain Road Abbotsford, B.C., Canada V2S4N4
Adella M. Horwood	36114 Lower Sumas Mountain Road Abbotsford, B.C., Canada V2S4N4
Teresa M. Massier	4157 West - 16th Avenue Vancouver, B.C., Canada V6R3E4

ARTICLE V

Incorporator. HMH Enterprises, Inc. a Washington corporation, whose address within the state of Idaho is: c/o Garry W. Jones, Attorney at Law, 1304 Idaho Street, Lewiston, Idaho, 83501, is the incorporator.

ARTICLE VI

Members. Every person or entity who is a record owner of a fee interest or a recorded contract purchase of any of the real property described on Exhibit "A" attached hereto, shall be a member of the corporation, it being understood that the total number of parcels and individual memberships are twenty (20). Memberships shall be an appurtenance to and may not be separated from the ownership of any individual parcel. This corporation being a nonprofit corporation, shall have no capital stock and no dividends or pecuniary profit shall be declared to the members thereto.

ARTICLE VII

Voting Rights. The corporation shall have one class of voting membership with the owner of each individual parcel being entitled to one (1) vote. There shall be a total of twenty (20) votes.

When more than one person holds an interest in one lot, all such persons combined shall be entitled to one vote per said lot. The manner in which said vote shall be exercised shall be determined among themselves, but in no event shall more than one vote be cast with respect to any one lot.

ARTICLE VIII

Registered Agent. Garry W. Jones, Attorney at Law, 1304 Idaho Street, Lewiston, Idaho 83501, shall be the initial registered agent of the corporation.

ARTICLE IX

Dissolution. The corporation may be dissolved with assent given in writing and signed by not less than two-thirds of the membership. Upon the dissolution of the corporation, other than incident to a merger consolidation, after paying all debts and obligations to the corporation, any remaining asset of the corporation shall be dedicated and distributed to a nonprofit fund, foundation or corporation, or in an appropriate public agency which has been authorized and operates exclusively for nonprofit purposes, and which has established its tax status under the applicable nonprofit section of the Internal Revenue Code.

ARTICLE X

Amendments. Amendments to these articles shall require the assent of 75% of the entire membership of the corporation.

ARTICLE XI

Miscellaneous. In the event that any provision set forth in these articles is inconsistent with any provision of the Idaho Nonprofit Corporation Act, in such event, such inconsistent provision shall be considered of no force or effect, and the provisions of the Idaho Nonprofit Corporation Act shall control.

DATED this 11th day of March, 1994.

HMH ENTERPRISES, INC.,
INCORPORATOR

By W. H. Horwood
WILLIAM H. HORWOOD, PRESIDENT

ATTEST:

By A. M. Horwood
ADELLA M. HORWOOD, SECRETARY

STATE OF WASHINGTON)
 : ss
County of Whatcom)

On this 11th day of March, 1994, before me, the undersigned, a Notary Public in and for the State of WASHINGTON, personally appeared WILLIAM H. HORWOOD AND ADELLA M. HORWOOD, known or identified to me to be the President and Secretary, respectively, of HMH ENTERPRISES, INC, a Washington corporation, the corporation that executed the within and foregoing instrument, or the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Pat Odegard
Notary Public in and for the
State of Washington, residing at
Sumner WA, therein.

My commission expires: 7-17-97

EXHIBIT A

Situate in the County of Nez Perce, State of Idaho, to-wit:

All in Township 36 North, Range 3 West of the Boise Meridian:

Section 5: Lots 11 and 12;

Section 7: The South Half of the Northeast Quarter of the Northeast Quarter, and the South Half of the North Half of the Northeast Quarter of the Northeast Quarter, and Lot 8;

Section 8: The West Half of the Northwest Quarter.

EXCEPTING THEREFROM: Commencing at the Section corner common to Sections 5, 6, 7 and 8, Township 36 North, Range 3 West of the Boise Meridian; thence North 0°09' West a distance of 215.40 feet to the True Point of Beginning; thence South 89°04' East a distance of 500 feet to a point; thence North 0°09' West a distance of 596.15 feet to a point on curve of highway right of way; thence Westerly along said curve, having a radius of 1392.5 feet a distance of 200 feet to a point; thence South 80°54' West a distance of 248.52 feet to a point; thence South 0°09' East a distance of 522.72 feet to the True Point of Beginning.