

CERTIFICATE OF INCORPORATION  
OF

THE WILD BIRD INTERVAL OWNERS ASSOCIATION, INC.

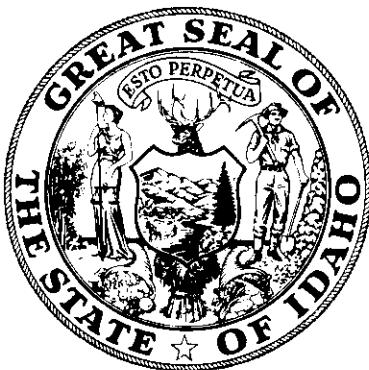
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

THE WILD BIRD INTERVAL 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 July 29, 19 81.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
THE WILD BIRD INTERVAL OWNERS ASSOCIATION, INC.

I, the undersigned, acting as the Incorporator of a non-profit corporation under the Idaho Nonprofit Corporation Act, I.C., §30-301, et. seq., adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation is THE WILD BIRD INTERVAL OWNERS ASSOCIATION, INC.

ARTICLE II

The Corporation shall be a non-profit membership corporation where pecuniary profit is not an objective.

ARTICLE III

The period of duration of the Corporation is perpetual.

ARTICLE IV

The Corporation is organized and shall be operated to perform the functions and provide the services contemplated in the Declaration of Interval Ownership Within the Ptarmigan Condominium Project, hereinafter referred to as the "Declaration", which document has been or will be recorded in the records of Blaine County, Idaho. No dividends shall be paid and no part of the net income of the Corporation, if any, shall be distributed to the members, directors or officers of the Corporation, except as otherwise provided herein, in the Declaration or under the law of Idaho. Except as otherwise provided herein or as may otherwise be required by the context, all terms defined in the Declaration shall have such defined meanings when used herein.

ARTICLE V

Subject to the purposes declared in Article IV, above, and any limitations herein expressed, the Corporation shall have and may exercise each and all of the following powers and privileges:

(a) The power to do any and all things that the Corporation is authorized or required to do under the Declaration, as the same may from time to time be amended, including, without limitation, the specific power to fix, levy and collect the charges and assessments provided for in the Declaration;

(b) The power to purchase, acquire, own, hold, lease, mortgage, sell and dispose of any and all kinds and character of real, personal and mixed property, and while the owner of any of the foregoing, to exercise all rights, powers and privileges appertaining thereto; and

(c) The power to do any and all things that a non-profit corporation may now or hereafter do under the laws of the State of Idaho.

#### ARTICLE VI

The Corporation shall have one class of membership which shall include all of the owners of Intervals within the Ptarmigan Condominium Project in the City of Ketchum, Blaine County, Idaho. There shall be one membership for each such Interval and no person or entity other than an owner of such an Interval may be a member of the Corporation. Membership in the Corporation is appurtenant to the title of the Interval upon which such membership is based and automatically shall pass with the sale or transfer of the title of the Interval. Members shall not have pre-emptive rights to purchase other memberships in the Corporation or other Intervals in the project. If an Interval is jointly owned, the membership in the Corporation appertaining to such Interval shall also be jointly held. The Corporation may issue certificates of membership, but such certificates shall not be necessary to evidence membership in the Corporation. Membership in the Corporation shall begin immediately and automatically upon becoming an owner of an Interval, and shall cease immediately and automatically upon ceasing to be an owner of such Interval.

#### ARTICLE VII

All voting rights of the Corporation shall be exercised by the members, each membership being entitled to the number of votes relating to the Interval appertaining to such membership, as set forth in the Declaration. If a membership is jointly held, any or all holders thereof may attend any meeting of the members, and the vote for such Interval shall be exercised as they among themselves determine, but in no event shall they be entitled to cast a vote greater

than that appertaining to such Interval. With respect to matter to be voted upon by the members as provided in the Declaration, the voting requirements and proportion shall be as set forth in the Declaration.

#### ARTICLE VIII

The address of the initial registered office of the Corporation is P. O. Box PP, Ketchum, Idaho 83340 or 220 East Avenue, Ketchum, Idaho 83340, and the name of its initial registered agent at such address is James P. Speck.

#### ARTICLE IX

The number of Directors constituting the initial Board of Directors of the Corporation is 3, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the members or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Jacque L. Mayo	527 N.W. 196th Pl Seattle, WA 98177
A. Virginia Mayo	527 N.W. 196th Pl. Seattle, WA 98177
Horace Mayo	4233 N.E. 88th St. Seattle, WA 98155

#### ARTICLE X

In the event of dissolution, the assets of the Corporation shall be liquidated, the debts and obligations of the Corporation shall be satisfied from the proceeds thereof, and the net proceeds, if any, shall be allocated to each Interval Condominium within the Ptarmigan Condominium Project in proportion to the undivided interests in the Common Areas appurtenant thereto, and distributed to each owner of Intervals within such Interval Condominium in proportion to the undivided interest of his Interval in such Interval Condominium.

#### ARTICLE XI

The name and street address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
JAMES P. SPECK	220 East Avenue Ketchum, Idaho 83340.

DATED this 28<sup>th</sup> day of July, 1981.

James P. Speck  
JAMES P. SPECK

STATE OF IDAHO            )  
                              ) ss.  
County of Blaine         )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1981, before me,  
the undersigned, a Notary Public in and for said State,  
personally appeared JAMES P. SPECK, known to me to be the  
person whose name is subscribed to the foregoing 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.

\_\_\_\_\_  
NOTARY PUBLIC  
Residing at: \_\_\_\_\_