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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
THE BUNKHOUSE ASSOCIATION, INC.**

The undersigned, being all of the incorporators of the corporation, hereby state its Articles of Incorporation:

**ARTICLE I.**

**Name of Corporation.**

The name of this Corporation is The Bunkhouse Association, Inc.

**ARTICLE II.**

**Duration of Existence.**

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

**ARTICLE III.**

**Dissolution.**

The Association may be dissolved as provided by law. The assets of the Association after all creditors have been paid shall be distributed prorata to its members on dissolution.

**ARTICLE IV.**

IDaho SECRETARY OF STATE

**Non-Profit Corporation.** 04/16/1998 09:00  
CK: 2636 CT: 97411 BH: 101782

This Corporation shall be a non-profit membership corporation.

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## **ARTICLE V.**

### **Registered Agent and Office.**

The location and post office address of the registered office of this Corporation shall be c/o Countryside Properties, Inc., 4302 Glenbrook Drive, Hailey, ID 83333, PO Box 1570, Hailey, ID 83333. The registered agent at this address shall be Countryside Properties, Inc.

## **ARTICLE VI.**

### **Board of Directors.**

The names and addresses of the persons who are appointed to act as the first directors are:

Judy A. Hartley  
Clarence A. Grubb  
Brenda Shappee

PO Box 2466, Hailey ID 83333  
PO Box 1570, Hailey ID 83333  
PO Box 663, Bellevue, ID 83313

## **ARTICLE VII.**

### **Incorporators.**

Judy A. Hartley  
Clarence A. Grubb

PO Box 2466, Hailey ID 83333  
PO Box 1570, Hailey ID 83333

## **ARTICLE VIII.**

### **Management Body.**

This Corporation is formed to be a management body as permitted by the provisions of the Idaho Nonprofit Corporation Act, and its powers are and shall be consistent with the provisions of said Act.

## ARTICLE IX.

### Purposes and Powers.

A. The nature of the business and the object and the purpose of this Corporation shall be as follows:

- (1) This Corporation (hereinafter sometimes referred to as the "Association") shall be the management body as defined in the Idaho Nonprofit Corporation Act and as provided for in the terms and conditions of the Declaration for The Bunkhouse (hereinafter referred to as the "Declaration") which delegates and authorizes this Association to exercise certain functions as the management body. The Declaration and Bylaws shall be recorded in the office of the County Recorder of Blaine County, State of Idaho, together with a copy of these Articles of Incorporation appended thereto.
- (2) The management body shall have 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 Declaration, as such Declaration is originally executed or, if amended, as amended. The management body shall have the power to adopt and enforce rules and regulations covering the use of the Bunkhouse project or any area or units thereof, to levy and collect the annual and special assessments and charges against the Townhomes and the members thereof and in general to assume and perform all of the functions to be assumed and performed by the management body as provided for in the Declaration. It shall have the power to transfer, assign or delegate such duties, obligations or responsibilities to other persons or entities as permitted or provided for in the Declaration, or any agreement executed by the Association with respect thereto. The management body shall actively foster, promote and advance the interest of owners of the Townhome units within the Townhome project.

B. In addition to the foregoing, the Association shall have the following powers:

- (1) The authority set forth in the Idaho Nonprofit Corporation Act relating to the organization and conduct of general business corporations.

- (2) To buy, sell, acquire, hold or mortgage or enter into security agreements, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description.
- (3) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of land, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.
- (4) To borrow money, to draw, make, accept, enforce, transfer and execute promissory notes, debentures and any other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property of assets, real or personal, at any time owned or held by this Association.
- (5) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects, herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Association, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees or otherwise, and either alone or in connection with any firm, person, association or corporation.
- (6) The foregoing clauses are to be construed both as objects and powers. As hereby expressly provided, an enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the Association. The Association shall have the power to do all acts that are necessary and convenient to obtain the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do, within the framework of the Idaho Nonprofit Corporation Act, these Articles of Incorporation, and the General Corporation Laws of the State of Idaho.

## **ARTICLE X.**

### **Membership Certificates, Voting power and Determination of Property Rights and Interest.**

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

**B.** No person or entity other than an owner may be a member of the Association. Every person or entity who is an owner of any Townhome unit included in any Townhome project for which the Association has been or may be designated as a management body shall be required to be a member of the Association and remain a member so long as such person or entity shall retain the ownership of the Townhome unit. Membership in the Association is declared to be appurtenant to the title of the Townhome 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 Association or other Townhome units in the project.

**C.** Each member shall be entitled to one vote for each Townhome.

## **ARTICLE XI.**

### **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 Association as provided for in the Declaration and as set forth in the Bylaws of the Association.

## **ARTICLE XII.**

### **Amendment of Bylaws.**

The Bylaws of this Association may be altered, amended or new Bylaws adopted by any regular or special meeting of the Association called for that purpose by the

affirmative vote of two-thirds of the voting power of the Association.

### ARTICLE XIII.

#### **Incorporation of Declaration by Bylaws.**

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the Corporation and the members thereof, including the liability of the members' payment of assessments, the Bylaws may incorporate by reference the provisions of the Declaration recorded in Blaine County, State of Idaho, provided that a true and correct copy of such Declaration is attached to and made a part of the Bylaws of the Corporation.

### ARTICLE XIV.

#### **Beneficial Interest.**

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

IN WITNESS WHEREOF, the undersigned, being all of the Incorporators of this Corporation, execute these Articles of Incorporation, in duplicate.

Judy A. Hartley  
Judy A. Hartley

C. A. Grubb  
C. A. Grubb