

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

DOVE MEADOWS PROPERTY OWNERS ASSOCIATION, INC.
File number C 106591

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 DOVE MEADOWS 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: June 8, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alva Sipes*

RECEIVED
SECRETARY OF STATE

ARTICLES OF INCORPORATION

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OF

DOVE MEADOWS PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I

The name of the corporation is DOVE MEADOWS PROPERTY OWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II

The Association is a non-profit corporation organized pursuant to the Idaho Nonprofit Corporation Act.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The purposes for which the Association is organized are as follows:

A. To manage the development of the Dove Meadows Subdivision, as described in that certain Declaration of Covenants, Conditions and Restrictions of Dove Meadows Subdivision, filed in the office of the Blaine County Recorder in the City of Hailey, Blaine County, Idaho (the "Declaration").

B. To refrain from operating for a pecuniary profit.

C. To levy assessments against each membership and impose liens against each lot in the manner provided for in the Declaration.

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D. To do any and all other such acts, things, business or businesses, in any manner connected with, or necessary, incident, convenient, or auxiliary to, any of the objects hereinbefore enumerated, directly or indirectly; to promote the interest of the Association in carrying on its purposes or for the purpose of attaining or furthering any of its business to do any and all acts and things and to exercise any and all powers which a natural person could do or exercise and which now or hereafter may be authorized by law, and all other lawful powers not inconsistent herewith are hereby included.

E. The provisions in the clauses contained in this Article are to be construed both as purposes and powers and shall not, except when otherwise expressed in this Article, be limited or restricted by reference to or inference from the terms of any other clause of this, or any other, Article of this certificate, but each of the purposes and powers specified in this Article shall be regarded as independent purposes and powers. The specification herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of the general powers herein contained, or in limitation of the general powers granted to corporations under the Idaho Non-Profit Corporation Act, but is intended to be, and shall be held to be, in furtherance thereof.

ARTICLE V

The management of the affairs of the Association shall be vested in its board of directors as set forth in its bylaws.

ARTICLE VI

The registered office of the Association and the principal place for the transaction of its business shall be 1007 C., Warm Springs Road, in the City of Ketchum, Idaho. The mailing address of the Association shall be Post Office Box 507, Sun Valley, Idaho 83340. The initial registered agent of the Association is Elmar Grabher.

ARTICLE VII

The name of the principal organizer and his address is Elmar Grabher, Post Office Box 507, Sun Valley, Idaho 83353.

ARTICLE VIII

The name and address of the incorporator of the Association is Elmar Grabher, Post Office Box 507, Sun Valley, Idaho 83353.

ARTICLE IX

There shall be one membership in the Association for each lot in the Dove Meadows Subdivision (a "Lot"), as shown on the official plat thereof recorded in the office of the Blaine County Recorder in the City of Hailey, Blaine County, Idaho. Each membership is and shall always be appurtenant to a particular Lot and shall automatically pass with transfer of title to the same but is otherwise non-assignable. The owner of a Lot automatically becomes the owner of the membership for that Lot and automatically has the benefits and is subject to the burdens attributable to such membership. If title to a Lot is held by more than one person, the membership relating to that Lot

shall be shared by all such persons in the same proportion and interest and in the same type of tenancy in which title to the Lot is held. At all meetings of the members, each member shall be entitled to case votes in accordance with the class of his or her membership; except that, in the election of Directors, cumulative voting shall be allowed as provided by Section 30-3-59 of the Idaho Code. Each member may vote by written proxy under the terms and conditions prescribed in the Bylaws of the Association.

ARTICLE X

The private property of the members shall not be subject to the payment of debts of the Association to any extent whatsoever.

ARTICLE XI

The Association shall make distributions upon dissolution in conformity with Idaho Code Sections 30-3-114 or 30-3-115.

ARTICLE XII

The number of directors of the Association shall be fixed from time to time by the Bylaws of the Association and the number may be altered as therein provided. The number of the first board of directors shall be five (5).

The directors constituting the first board of directors are Elmar Grabher of Post Office Box 507, Sun Valley, Idaho 83353, Elizabeth Avery of Post Office Box 1554, Ketchum, Idaho 83340, Mark Avery of Post Office Box 1554, Ketchum, Idaho 83340,

