

Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

XXXXXXXXXXXXXXXXXXXX

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of **ATELIER CONDOMINIUM ASSOCIATION, INC.**

was filed in the office of the Secretary of State on the **Fifteenth** day
December
~~will be~~ A.D. One Thousand Nine Hundred **Sixty-six** and
duly recorded on ~~Microfilm~~ **Microfilm** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
Perpetual existence
Sun Valley from the date hereof, with its registered office in this State located at
in the County of **Blaine**

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **15th** day of **December**,
A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
ATELIER CONDOMINIUM ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and more particularly Chapter 10 of Title 30, and the acts amendatory thereof and supplemental thereto, do hereby associate ourselves together with such other persons as may associate themselves and their successors, for the purpose of incorporation, and do hereby certify as follows:

ARTICLE I.

The name of the corporation is ATELIER CONDOMINIUM ASSOCIATION, INC.

ARTICLE II.

A. Without limiting the general objects and purposes of the corporation, the corporation is specifically formed to be and constitute the managing body, as defined in Section 55-1503, Idaho Code, to which reference is made in the condominium declaration for the Atelier Condominium Association, Inc., and to be recorded in Blaine County, Idaho, and to have all powers to do all things required of or convenient to managing under the Idaho Condominium Property Act, Chapter 15 of Title 55, Idaho Code, or said declaration.

B. To form an association with all the powers and privileges under Chapter 10, of Title 30, Idaho Code, for a non-profit association, provided that, nevertheless, no power hereunder given shall allow any member, director or officer to organize or conduct a corporation for the purpose, directly or indirectly, of fixing the prices or regulating the production of any article of commerce or of produce of the soil or the consumption by the people. Further, no power granted herein shall give to any member or director or officer the power to carry on any propaganda or attempt to influence legislation which acts are declared to be ultra vires and contrary to the purposes of this corporation.

C. To form an association for the furtherance of the interests of the owners of condominium units in the Atelier Condominium Association, Inc., Sun Valley, Idaho, wherein each member shall be an owner or owners of a condominium unit included in any condominium project for which the association is designated or may be designated as managing body, under which each member may remain a member of the association so long as such person or persons shall retain ownership of any such condominium unit, and which membership shall be subject to all the rights and privileges and all of the obligations and assessments as set forth in the declaration of covenants made concerning said condominium for which this association is created, or additional units as may be hereinafter created for such association. Within said premises, no member shall acquire a greater interest as a member than any other member.

ARTICLE III.

The corporation shall have the following powers:

To do all acts as are necessary or 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, and as are not forbidden by law or by these articles of incorporation, and, without limiting the generality of the foregoing, the corporation shall have the powers to:

A. Act as a "management body", as defined in Section 55-1503, Idaho Code, and within the premises of the Idaho Condominium Property Act (Chapter 15 of Title 55, Idaho Code), and to receive, have, maintain, exercise, and enforce all of the property interest, rights, powers, privileges and to incur, perform, carry out and discharge all of the duties, obligations and responsibilities of such management body as provided under said Act, and in accordance with the terms and conditions of the certain "Declaration of Covenants, Conditions and Restrictions" (hereinafter referred to as the "Declaration"), executed by the Janss Corporation, a Delaware corporation, which designates and authorizes this association to exercise certain functions as therein set forth as management body, which Declaration is or shall have been recorded in the office of the County Recorder of Blaine County, State of Idaho, together with a certified copy of these Articles of Incorporation appended thereto, as such declarations may exist or may be amended from time to time hereafter and in accordance with any other declarations executed and recorded pursuant to said Act to create a condominium project with respect to which this association shall be designated as the management body; to adopt and enforce rules and regulations covering the use of any condominium project or any common area or units thereof, to levy and collect the annual and special assessments and charges against the condominiums of the members thereof, and, in general, to assume and perform all the functions to be assumed and performed by a management body as provided for in said Declaration or any other declaration subsequently executed and recorded which designates this association as the management body therefor; and to transfer, sign or delegate such duties, obligations and responsibilities to other persons or entities as permitted or provided for in the said Act, Declaration, or in an agreement executed by the association with respect thereto. To engage in activities which will actively foster, promote and advance the common ownership interest of owners of condominium units within a condominium ownership project.

B. To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares, and merchandise of every kind and nature and description.

C. To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, 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;

D. To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages,

securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

E. To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, either public or private, or with any territory or government, or any agency thereof;

F. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and 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 or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

G. To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

H. To organize, incorporate and re-organize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

I. 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 corporation, 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 along or in connection with any firm, person, association or corporation;

J. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, and more particularly Chapter 10 of Title 30, or any acts amendatory thereof, or supplemental thereto or substituted therefor;

L. All of the powers conferred upon corporations not for profit by the common law and the statutes of the State of Idaho in effect from time to time.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in the subparagraphs above, A to L inclusive, of paragraph Second of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

ARTICLE IV.

In no event shall any income or assets of this corporation be distributed to or inure to the benefit of any member, director or officer of this corporation, either directly or indirectly, other than as bona fide expenses in carrying out the directions and authorities of the Board of Directors and officers hereof in carrying out the purposes of the association.

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The location and post office address of the registered office of this corporation is Village of Sun Valley, Blaine County, Idaho.

ARTICLE VII.

This corporation shall not issue any capital stock, but shall issue membership certificates to each member thereof, which certificate shall entitle each member to exercise one vote on all matters upon which each member shall be required or permitted to vote. A member shall not assign his membership certificate so that the transferee thereof can by such transfer become a member of the corporation, and only each and every person or entity who shall be or become an owner of any condominium unit included in any condominium project for which the association has been or may be designated as a management body shall be entitled and required to be a member of the association and to remain a member so long as such person or entity shall retain the ownership of such condominium unit. Such membership shall be automatic to the person or entity acquiring a condominium unit and he or it shall automatically have the benefits of and be subject to the burdens, attributable to such membership. Such membership shall be appurtenant to the title of such condominium unit and shall automatically pass with the transfer of the title to the same. Members shall have no preemptive right to purchase other condominium units. Where there is more than one owner for a unit, the

membership shall be held in the same proportion as the unit's ownership. Such membership shall be subject to the Declaration and to the rules and regulations as may be set forth in the by-laws of the corporation. The incorporators shall have six months in which to purchase a condominium unit and if none is purchased, their membership herein is automatically reverted to the association.

ARTICLE VIII.

The names and post office addresses of the incorporators and the membership of each as indicated are as follows:

Judy Campbell, **Box 1368**
Boise, Idaho
1 Membership Certificate
Ellen C. Moore, **Box 1368**
Boise, Idaho
1 Membership Certificate
Shirley Piechura, **Box 1368**
Boise, Idaho
1 Membership Certificate

Lorna Costello, **Box 1368**
Boise, Idaho
1 Membership Certificate
Rosalie Josephson, **Box 1368**
Boise, Idaho
1 Membership Certificate

Notwithstanding the provisions of Article VII above, if any incorporators shall not have become an owner of a condominium unit with six months after the effective date of the incorporation hereof, such membership shall automatically revert to the association.

ARTICLE IX.

The private property of any member of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the membership certificate, and the membership rights thereunder, shall not be subject to assessment for paying expenses, conducting business, or paying the debts of the association, but nothing herein contained shall limit, alter, or otherwise affect any member's liabilities for and obligations to pay assessments provided for in the Declaration referred to in Article II hereof, nor limit, alter or otherwise affect any charge upon or lien against any condominium unit owned by a member or a right to enforce payment of or to foreclose on such charge or lien, all as covenanted to and agreed by such member as a condition to such member's ownership of the condominium unit and as more fully provided for in said Declaration as incident of the member's ownership of such condominium unit.

ARTICLE X.

The business and affairs of the association shall be controlled and managed by the Board of Directors. The original Board of Directors shall be three. The number of Directors of the association shall be specified in the By-laws and such number may, from time to time, be increased or decreased in such manner as may be prescribed in the By-Laws, provided that the number of directors shall not be less than three. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the membership and until their successors are elected and qualified. The officers of the association shall be elected by the members at the annual

meeting of said association and said officers shall be elected for a term of one year or until their successors are elected and qualified. The Board of Directors may create an Executive Committee.

ARTICLE XI.

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws which shall be approved at the next annual meeting of the membership, and the corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a two-thirds vote of the members or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

ARTICLE XII.

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested, shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any Director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or of such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XIII.

The authorized number and qualification of members of this corporation, the different classes of membership, if any, voting and other rights and privileges of each class of membership, and the liability of each and all classes of members for dues and assessments, if any, and the method of collection thereof, shall be set forth in the By-Laws of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this

15th day of December, 1966.

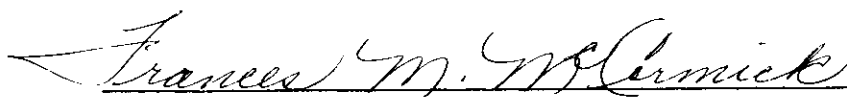
Judy Campbell
Ellen C. Moore
Shirley Richman

Lorna Castelle
Francis Josephson

STATE OF IDAHO)
) ss.
County of Ada)

On this 15th day of December, 1966, before me, a Notary Public in and for said State, personally appeared JUDY CAMPBELL, LORNA COSTELLO, ELLEN C. MOORE, ROSALIE JOSEPHSON, and SHIRLEY PIECHURA, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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


Notary Public for Idaho
Residing at Boise, Idaho

(SEAL)