

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

BEAVER SPRINGS OWNERS ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **4th** day of **April** A. D. One Thousand Nine Hundred **Seventy-eight** and **will be** is/duly recorded on ~~film~~ **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 and Sections 30-1001 to 30-1005, inclusive, 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** from the date hereof, with its registered office in this State located at **Ketchum, Idaho** in the County of **Blaine** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **4th** day of **April** A.D., 1978 .

Secretary of State.

ARTICLES OF INCORPORATION
OF
BEAVER SPRINGS OWNERS ASSOCIATION, INC.

We, the undersigned, do hereby associate ourselves together for the purpose of forming a non-profit cooperative association pursuant to the laws of the State of Idaho. We do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of the association is: BEAVER SPRINGS OWNERS ASSOCIATION, INC. (hereinafter "Association").

ARTICLE II

The general nature of the business of the Association and the objects and the purposes proposed to be transacted, promoted, or carried on by it, are as follows:

A. To manage the development of the Beaver Springs Subdivision as described in that certain Declaration of Restrictions of Beaver Springs Subdivision filed in the office of the Blaine County Recorder in the City of Hailey, Blaine County, Idaho. (hereinafter "Declaration").

B. To not operate for a pecuniary profit.

C. To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the Association, buildings or other structures with their appurtenances,

and to manage, operate, lease, rebuild, and enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interest in lands or any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the Association.

D. To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the Association, and to invest, trade, and deal in any personal property deemed beneficial to the Association, and to encumber or dispose of any personal property at any time owned or held by the Association.

E. To borrow money, with or without pledge of or mortgage upon all of its property, real or personal, as security, and to loan and advance money upon mortgages, on personal and real property, or on either of them.

F. To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of shares, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or any political or administrative subdivision or department thereof, and certificates or receipts

of any kind representing or evidencing any interest in any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, or securities; to issue its own bonds, notes, debentures, or other evidence of indebtedness and obligations and securities for the acquisition of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts purchased or acquired by it; and, while the owner or holder of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts, to exercise all of the rights of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee, or otherwise, those issuing, creating, or responsible for any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts.

G. To do any and all other such acts, things, business or businesses, in any manner connected with, or necessary, incident, convenient, or auxilliary 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.

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

I. The provisions in the clauses contained in this

Article are to be construed both as purposes and powers and shall, except when otherwise expressed in this Article, be in no wise 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; and 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 powers granted to cooperative associations under the laws of the State of Idaho, but is intended to be, and shall be held to be, in furtherance thereof.

ARTICLE III

The registered office of the Association and the principal place for the transaction of its business shall be in the City of Ketchum, Idaho. The mailing address of the Association shall be Post Office Box 392, Ketchum, Idaho, 83340. Branch offices or other places of business of the Association may hereafter be established in the State of Idaho, and in any other states, the District of Columbia, and the territories and colonies of the United States, and in foreign countries, whenever necessary in the judgment of the Board of Directors of the Association.

ARTICLE IV

The Association shall have perpetual existence.

ARTICLE V

The Association shall issue no capital stock.

ARTICLE VI

A. The Association shall issue membership certificates to each member of the Association, which membership certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the Association, except by resolution of the Board of Directors and under such regulations as the By-Laws may prescribe. There shall be one membership in the Association for each lot in the Beaver Springs Subdivision, 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 the title to a particular lot and shall automatically pass with transfer of title to the same. 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.

B. There shall be two (2) classes of membership, designated as Class A and Class B membership. The memberships for Lots 3, 4, 5, 7, 8 and 9, as designated on the plat of Beaver Springs Subdivision recorded in the office of the Blaine County Recorder, shall be Class A memberships. Each Class A membership shall have the following voting rights:

1. During the first five years of existence of the Association . . . 3 Votes/Lot owned.
2. During the next five years of existence of The Association . . . 2 Votes/Lot owned
3. During the remainder of the existence of the Association . . . 1 Vote/Lot owned.

The memberships for all other lots in the Beaver Springs Subdivision shall be Class B memberships. Each Class B membership shall have one (1) vote for each lot owned.

C. At all meetings of the members, each member shall be entitled to cast 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 30-134 of the Idaho Code. Each member may vote by written proxy under the terms and conditions prescribed in the By-Laws of the Association.

ARTICLE VII

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

ARTICLE VIII

The number of Directors of the Association shall be fixed from time to time by the By-Laws of the Association and the number may be altered as therein provided. The Directors of the Association shall be elected at the annual meeting of the members, to be held at the registered office of the Association in the City of Ketchum, Idaho, on the second Friday in January, at one o'clock p.m. each year. Until the first such annual meeting to be held on January 12, 1979, the Directors of this

Association shall be James M. Davies, Patricia P. Davies and Thomas B. Campion.

ARTICLE IX

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Directors are hereby empowered to exercise all such powers and to do all such acts and things as may be exercised and done by the Association, subject to the provisions of the laws of the State of Idaho, of these Articles, and of any By-Laws from time to time made by the members; provided, however, that no By-Laws so made shall invalidate any prior act of the Directors which would have been valid if such By-Laws had not been made.

ARTICLE X

The By-Laws to be adopted by the Association may be amended, repealed, or new By-Laws added by vote of two-thirds (2/3) of the members of the Association, present at the meeting; provided, that a quorum as specified in the By-Laws or the laws of the State of Idaho be present.

ARTICLE XI

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members of the Association, and at the same place. Officers of this Association shall be President, Vice-President, Secretary and Treasurer. No one of the Officers, except the President, needs to be a Director, but a Vice-President who is not a Director can not succeed to or fill the office of President. Any two (2) of the offices of Vice-President,

Secretary, and Treasurer may be combined in one (1) person. If the Board of Directors consists of less than three (3) persons, any of the offices of the Association may be combined in one (1) person. Such officers shall be elected by the Board of Directors at each of their Annual meetings held as aforesaid. The Board of Directors shall have the power to fill any vacancy in the Board or in any other office.

ARTICLE XII

Directors and Officers of this Association shall serve without compensation, unless expressly otherwise provided by a unanimous vote of the members.

ARTICLE XIII

Both the members and the Directors of this Association may hold their meetings and the Association may have an office or offices in such place or places outside the State of Idaho as they deem necessary, and the Association may keep its books outside of the State of Idaho except as otherwise provided by law.

ARTICLE V

No contract or other transaction between the Association or any other association, whether or not a majority of the shares of the capital stock of such other association is owned by this Association, and no act of this Association shall in any way be affected or invalidated by the fact that any of the Directors or members of this Association are pecuniarily or otherwise interested in any contract or transaction of this Association, and any Director or member who is so interested may be counted in determining the

existence of a quorum at any meeting of the Board of Directors or members which shall authorize such contract or transaction with like force and effect as if he or she were not a Director or member of this Association or such other association and were not so interested.

ARTICLE XV

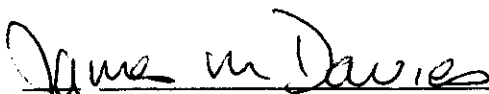
The names and mailing addresses of each of the incorporators of this Association are as follows:

<u>Name</u>	<u>Mailing Address</u>
James M. Davies	P. O. Box 392 Ketchum, Idaho 83340
Patricia P. Davies	P. O. Box 392 Ketchum, Idaho 83340
Thomas B. Campion	P. O. Box 528 Ketchum, Idaho 83340
James P. Speck	P. O. Box 528 Ketchum, Idaho 83340
Judy K. Carlson	P. O. Box 528 Ketchum, Idaho 83340


ARTICLE XVI

This Association reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunder set our hands
this 29th day of March, 1978.



JAMES M. DAVIES



PATRICIA P. DAVIES

James P. Speck
JAMES P. SPECK

Thomas B. Campion
THOMAS B. CAMPION

Judy K. Carlson
JUDY K. CARLSON

STATE OF IDAHO)
) ss.
County of Blaine)

On this 29th day of March, 1978, before me, Notary Public in and for said State, personally appeared JAMES M. DAVIES, PATRICIA P. DAVIES, THOMAS B. CAMPION, JAMES P. SPECK, and JUDY K. CARLSON, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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.

J. Pamela Bonhoefer
Notary Public for Idaho
Residing at Ketchum
My Commission expires: *lifetime*