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ARTICLES OF INCORPORATION (NON-PROFIT)

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LUPINE OWNERS, INC.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as Incorporator of a non-profit corporation, and in order to form a non-profit corporation under the provisions of the Idaho Non-profit Corporation Act, Title 30, Chapter 3, Idaho Code ("Act"), adopts and submits the following Articles of Incorporation ("Articles") to the Secretary of State of the State of Idaho.

I. NAME.

The name of this Corporation is LUPINE OWNERS, INC. ("Corporation")

II. NON-PROFIT STATUS.

The Corporation is a non-profit membership corporation.

III. PERIOD OF DURATION.

The period of duration of this Corporation is perpetual.

IV. REGISTERED OFFICE AND REGISTERED AGENT.

The initial registered office of this Corporation is 220 South Second Avenue, Suite 103, Ketchum Idaho 83340. The name of the initial registered agent of this Corporation at that address is DONALD C. HODGE.

V. MAILING ADDRESS.

The initial mailing address of the Corporation is P.O. Box 710, Ketchum, Idaho 83340.

VI. PURPOSES AND POWERS.

The nature of the business and the objectives and purposes for which the Corporation is formed are as follows:

A. To form a corporation under the Idaho Non-Profit Corporation Act for the purpose of providing a Homeowners' Association to which all Owners of the Lupine Condominiums located in

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Ketchum, Blaine County, Idaho shall belong for the purpose of maintaining, preserving and creating an environment that will provide a maximum opportunity for the orderly and continued maintenance and operation of the Lupine Condominiums; and, to create rules and regulations to promote the health, safety and welfare of the occupants thereof. This Corporation shall be the Association defined in the Declaration of Covenants, Conditions and Restrictions of the Lupine Condominiums ("Declaration"), which Declaration was recorded with the Blaine County Recorder on August 6, 1997 as instrument number 404689, as amended by the First Amendment to Condominium Declaration for Lupine Condominiums, recorded on August 22, 1997 as instrument number 405235 ("Amendment"). All of the words or terms with are capitalized herein shall have the same meaning and definition as contained in the definitions section of the Declaration, which definitions are incorporated herein by reference.

B. To form a Homeowner's Association in which the rights, privileges, burdens, responsibilities and interests of all members shall be based upon the ownership of each condominium in the Lupine Condominiums. This Corporation shall have all powers incidental to a corporate structure except where powers are restricted in the Declaration, and this Corporation otherwise shall act and be operated as a Homeowners' Association as defined in Section 528 of the Internal Revenue Code of 1954, as amended.

C. To receive and accept and to be obligated to receive and accept from the Declarant, grants of right, title and interest in Association Property, if any, and to assume the functions and obligations imposed on the Association Property as provided for in the Declaration. All Association Property, both real and personal, received and accepted by the Corporation shall be held for the benefit and use of the members of the Corporation.

D. To prosecute any violation in law or equity against any person(s) or entities who violate or attempt to violate any provisions of the Restrictions as set forth in the Declaration and to do all acts reasonably necessary and convenient to carry out all the provisions of the Restrictions.

E. To receive and accept, to take and to hold, directly and indirectly, by request, devise, gift, purchase or lease, either absolutely or in trust, any real or personal property, without limitation in amount or value, for any of the purposes and objectives set for in these Articles of Incorporation.

F. To levy regular or special assessments to fulfill the obligations and purposes set forth in these Articles of Incorporation and the Declaration.

G. To acquire, own, hold, improve, build upon, maintain, convey, sell, lease, transfer,

dedicate for public use, or otherwise dispose of, real or personal property in connection with the affairs of the Association.

H. To borrow money, and with the assent of two-thirds (2/3) of the members, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

I. To dedicate, sell or transfer all or any part of the common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members agreeing to such dedication, sale or transfer.

J. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes as this Corporation, or annex additional property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the Association's members.

K. To exercise all powers granted by law as is necessary, convenient and proper to carry out the foregoing purposes; and, to exercise any power or to do any act that a corporation formed under the Act, or any amendment there to or substitute therefore, may at that time lawfully carry on or do.

VII. MEMBERS.

The Corporation shall have voting members. Every person or entity who is a record Owner of a fee interest in any Unit which is subject to assessment by the Declaration through the Association, including contract sellers who retain fee title, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any condominium Unit which is subject to assessment by the Association.

VIII. VOTING RIGHTS.

All voting members of the Association shall be all Owners, and each member shall be entitled to one (1) vote for each percentage point or part thereof of common area owned as set forth on the Amendment recorded August 22, 1997. When more than one (1) person holds an interest in any condominiums, all such persons shall be members. The vote for such condominium shall be

exercised as they among themselves determine, but shall be cast in the aggregate common area percentage for the Unit as set forth in the Amendment to the Declaration.

IX. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws; provided, however, there shall always be at least three (3) Directors. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the Members of the Association in the manner and for terms as provided in the Bylaws of the Corporation.

The name and addresses of the persons to serve as the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEVE KEARNS	200 W. River Street, P.O. Box 3233, Ketchum, Idaho 83340
DONALD C. HODGE	220 South Second Avenue, Suite 103, P.O. Box 710, Ketchum, Idaho 83340
GAIL KEARNS	117 Quarter House Drive, Bellevue, Idaho 83313; P.O. Box 1262, Hailey, Idaho 83333

X. DISSOLUTION.

The Corporation may be dissolved as provided by law.

XI. DISTRIBUTION OF THE ASSETS OF THE CORPORATION.

In no event shall any income or assets of the Corporation be distributed to or inure to the benefit of any member, director or officer of the Corporation, either directly or indirectly, other than as bona fide expenses in carrying out the instructions and directions of the Board of Directors and the officers in order to accomplish and achieve the purposes and objectives of the Corporation. Upon dissolution of the Corporation and after payment of all debts of the Corporation, the assets of the Corporation shall be distributed pro rata to its members.

XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the

Bylaws as were adopted by the initial Board of Directors.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

XIII. AMENDMENTS.

Amendments of these Articles require the assent of two-thirds (2/3) of the members of the Association.

XIV. INCORPORATOR.

The name and address of the Incorporator of this Corporation is DONALD C. HODGE, 220 South Second Avenue, Suite 103, Ketchum, Idaho 83340; P.O. Box 710, Ketchum, Idaho 83340.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 31st day of ~~April~~ ^{May}, 2011.

[Handwritten signature of Donald C. Hodge]

By:

[Handwritten signature of Donald C. Hodge]
DONALD C. HODGE

Its: Incorporator

STATE OF IDAHO,)

) ss.

County of Blaine.)

KARL NICHOLS

I, ~~DANA MONSON~~, a Notary Public in and for the State of Idaho, do hereby certify that on this ___ day of May, 2011, DONALD C. HODGE personally appeared before me, who, being by me first duly sworn, declared that he is the Incorporator of Lupine Owners, Inc., that he signed the foregoing documents as Incorporator of the Corporation, and that the statements contained herein are true and correct.

Subscribed and sworn before me this 31 day of May, 2011.



[Handwritten signature of Karl Nichols]

NOTARY PUBLIC for the State of Idaho

Residing at: Ketchum, ID

My Commission expires: 4/7/2012