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**SECRETARY OF STATE  
STATE OF IDAHO**

**ARTICLES OF INCORPORATION  
OF  
JO'S SOUTH SHORE AT GARFIELD BAY OWNERS ASSOCIATION, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("**Act**"), adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation is JO'S SOUTH SHORE AT GARFIELD BAY OWNERS ASSOCIATION, INC., hereinafter called "**Association.**"

**ARTICLE II**

**NONPROFIT STATUS**

The Association is a nonprofit corporation.

**ARTICLE III**

**DURATION**

The period of duration of the Association is perpetual.

**ARTICLE IV**

**PURPOSE AND POWERS OF THE ASSOCIATION**

The purposes for which the Association is formed are:

a. The specific and primary purposes for which the Association is formed are to be a property owners' management association and to provide for the acquisition, construction, management, maintenance and care of real and personal property held by the Association, held by the members of the Association in common or located in Jo's South Shore at Garfield Bay Subdivision, Bonner County, Idaho (the "**Project**"), and owned by members of the Association.

b. Subject to the provisions of the Amended and Restated Declaration of Covenants and Restrictions for Jo's South Shore at Garfield Bay Subdivision, as recorded in the records of Bonner County, Idaho, and any supplemental rules, guidelines and/or declaration applicable to the Project and recorded or to be recorded in the Office of the Bonner County Recorder, and as the same may be amended from time

to time as therein provided, (hereinafter referred to as the "**Declaration**"), said Declaration being incorporated herein as if set forth at length, the general purposes and powers of the Association are:

- (1) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- (2) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (3) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, 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;
- (4) To borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (5) 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 to by the members;
- (6) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and common area;
- (7) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Act by law may now or hereafter have or exercise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall in no wise be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

## ARTICLE V

### **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) individuals, each of whom need not be members of the Association. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the members of the Association in the manner and for the term provided in the Bylaws of the Association.

The names and street addresses of the persons constituting the initial Board of Directors are:

<b>Name</b>	<b>Address</b>
Dan M. Jones	3235 E. Mullan Avenue Post Falls, ID 83854
David A. Dean	3235 E. Mullan Avenue Post Falls, ID 83854
Mary Thurlow	3235 E. Mullan Avenue Post Falls, ID 83854

## ARTICLE VI

### **PRINCIPAL OFFICE AND REGISTERED AGENT**

The address of the initial principal office of the Association is 3235 E. Mullan Avenue, Post Falls, Idaho, 83854, and the initial mailing address of the Association is P. O. Box 2468, Post Falls, Idaho, 83877-2468. The initial registered agent of the Association is Dan M. Jones. The Registered Agent and the location and principal office of the Association may be changed at any time by the Board of Directors of the Association.

## ARTICLE VII

### INCORPORATOR

The incorporator and his address are as follows:

Geoffrey M. Wardle  
877 Main Street, Suite 1000  
Boise, ID 83702

## ARTICLE VIII

### MEMBERSHIP

Each Owner of a lot, by virtue of being such an Owner, and for so long as such ownership is maintained, shall be a Member of the Association. Each Member shall have one (1) vote for each lot the Member owns. When more than one (1) person holds an interest in a lot, all such persons shall be Members, but the vote for such Lot shall be exercised as the Members owning such Lot determine, provided that in no event shall more than one (1) vote be cast with respect to each Lot. A membership in the Association shall not be assigned, transferred, pledged, or alienated, except to the successor-in-interest of the Owner and a membership in the Association shall be appurtenant to and inseparable from the lot owned by such Owner. Any attempt to make a prohibited transfer of a membership shall be void and shall not be reflected on the books of the Association.

## ARTICLE IX

### VOTING RIGHTS

The authorized number and qualifications of members of the Association, the different classes of members, if any, the property, voting, and other rights and privileges of members, and their liability for assessments and the method of collection thereof, shall be as set forth in the Declaration. Cumulative voting shall not be allowed.

## ARTICLE X

### DISSOLUTION

The Association may be dissolved as provided by law.

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner as the Board of Directors shall determine. Any such assets not so

disposed of shall be disposed of by the District Court of the First Judicial District of the State of Idaho, in and for Bonner County as said court shall determine.

#### ARTICLE XI

##### NONPROFIT LIMITATIONS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

#### ARTICLE XII

##### BYLAWS

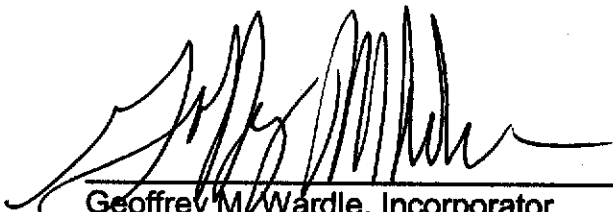
Provisions for the regulation of the internal affairs of the Association shall be as set forth in the Bylaws.

#### ARTICLE XIII

##### AMENDMENTS

Amendments of these Articles shall require the approval of the members holding seventy five percent (75%) of the voting power as set forth in the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation this 14<sup>th</sup> day of April, 2010.

  
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Geoffrey M. Wardle, Incorporator