



CERTIFICATE OF INCORPORATION
OF

INTERNATIONAL VILLAGE OWNERS CORPORATION, PHASE II

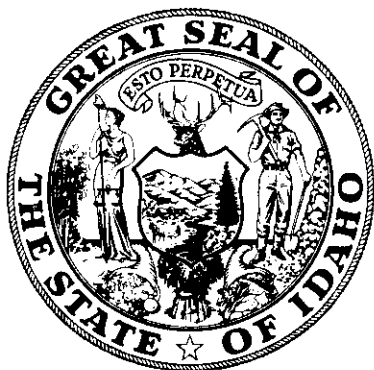
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

INTERNATIONAL VILLAGE OWNERS CORPORATION, PHASE II

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 11, 19 82.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION

SECRETARY OF
STATE

INTERNATIONAL VILLAGE OWNERS CORPORATION, PHASE II
STATE

In compliance with the requirements of the law of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly Title 30, Chapter 3, Idaho Code, the undersigned natural person, being of full age and a resident of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby as incorporator, adopt the following Articles of Incorporation and certify:

ARTICLE I

NAME

The name of the corporation is INTERNATIONAL VILLAGE OWNERS CORPORATION, PHASE II, hereinafter called the "Corporation".

ARTICLE II

NONPROFIT CORPORATION

This Corporation is a nonprofit corporation.

ARTICLE III

DURATION

The duration of this Corporation shall be perpetual.

ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

This Corporation shall be a nonprofit membership corporation. The purpose of the Corporation shall be to provide for the maintenance, preservation and control of certain improvements

within the Common Area and other portions of International Village Condominium development located in Blaine County, Idaho, and to promote the recreation, health, safety and welfare of the members thereof, and for this purpose to:

a. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Declaration, applicable to the property and recorded in the Office of the County Recorder of Blaine County, Idaho at Hailey, Idaho, as Instrument No. 141367 and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

b. 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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

c. Acquire (by gift, purchase or otherwise), own, sell, hold, improve, build upon, operate, maintain, convey, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

d. Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to those

restrictions contained in the Declaration and any amendments thereto;

e. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, subject to those restrictions contained in the Declaration and any amendments thereto; and

f. Have and to exercise any and all powers, rights and privileges which a corporation organized under the laws for general nonprofit corporations in the State of Idaho by law may now or hereafter have or exercise.

ARTICLE IV

MEMBERSHIP

There shall be forty-eight (48) members in the Corporation which membership shall be evidenced by a certificate of membership or certificate of stock. Every person or entity who is a record owner of a unit within the subdivision as that term is defined in the Declaration for this subdivision recorded with the Blaine County Recorder shall be a member of the Corporation and each such owner of a unit within the subdivision shall own an undivided one-forty-eighth (1/48) interest in the common area as that is defined in the said Declaration for the subdivision. The foregoing is not intended to include persons or entities who hold an interest in a unit as security for the performance of an obligation. Membership shall be appurtenant to and shall not be

separated from the ownership of any unit which is subject to assessment by the Corporation.

ARTICLE V

VOTING RIGHTS

Each member of the Corporation shall be entitled to one vote for the unit in which they hold the interest required for membership in accordance with the Declaration filed with the Blaine County Recorder.

ARTICLE VI

CORPORATION ADDRESS

The street address of the initial registered office of the Corporation shall be 119 Lloyd Dr., Ketchum, Idaho 83340. The name of the initial registered agent shall be John Wells at the aforementioned street address.

ARTICLE VII

BOARD OF DIRECTORS

The initial Board of Directors shall be comprised of at least three (3) members who need not be members of the Corporation. The names and addresses of these members are as follows:

Chris Russo
4470 B. Ivy
Mountain Home AFB, ID 83648

John Denton
4621 B, Tamarack
Mountain Home AFB, ID 83648

Walt Plumpton
2434 N.E. Blueridge Dr.
Seattle, WA 98177

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator is:

Kathy Sechler

5 Mesa Vista Drive
Boise, Idaho 83705

ARTICLE IX

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation shall require the assent of those members casting two-thirds (2/3) of the votes of the Corporation at any regular members' meeting or a special meeting called specifically for that purpose.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, I, the undersigned incorporator of this Corporation, have executed these Articles of Incorporation this 11th day of June, 1982.

Kathy Sechler
Kathy Sechler

STATE OF IDAHO)
 : ss.
County of Ada)

On this 11th day of June, 1982, before me, a Notary Public in and for said State, personally appeared Kathy Sechler, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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

Charles A. Parker
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho