

FILED EFFECTIVE

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SECRETARY
STATE OF IDAHO

**Articles of Incorporation
of
Bing Haven Estates Homeowner's Association, Inc.**

We, the undersigned, adopt the following Articles of Incorporation for the purpose of forming a nonprofit, incorporated homeowner's association under the Idaho Nonprofit Corporation Act.

Article I – Name

The name of the corporation is "Bing Haven Estates Homeowner's Association, Inc."

Article II – Duration

The duration of the Corporation shall be perpetual.

Article III – Authority

The Corporation is created pursuant to the Idaho Nonprofit Corporation Act, Idaho Code Title 30, Chapter 3.

Article IV – Purpose and Powers

The corporation is not organized for profit and no part of any gains or earnings shall inure to its members or any private person. The corporation is organized for the following purposes:

1. to provide for the management, operation, administration, maintenance, repair, improvement, preservation and architectural control within and for the benefit of the plat of Bing Haven Estates, Kootenai County, Idaho.
2. To engage in any other lawful activity or purpose and to exercise all powers granted under the laws of the State of Idaho to a nonprofit homeowner's association.

Article V – Membership and Voting

Membership in the corporation shall be by ownership only. The corporation shall issue no stock and have no shareholders. The corporation shall have one class of membership with voting rights as defined by the Bylaws of the corporation. Membership shall be appurtenant to each lot within Bing Haven Estates and shall automatically pass with title to each lot.

IDAHO SECRETARY OF STATE
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Article VI – Registered Office and Agent

The initial registered office and registered agent of the Corporation is:

Scott L. Poorman
8884 N. Government Way, Suite D
Hayden, ID 83835

Article VII – Board of Directors

The business of the Corporation shall be managed by a Board of Directors numbering not less than three (3) or more than five (5). The Board of Directors shall be elected by the Members in the manner set forth in the Bylaws of the Corporation.

The incorporators and initial Directors of the Corporation are:

John H. Wheeler
PO Box 1288
Hayden, ID 83835

Jack Taylor
PO Box 696
Athol, ID 83801

Tim Komberec
3187 E. Lookout Dr.
Coeur d'Alene, ID 83815

Article VIII – Indemnification

No Director, Officer or Member of the Corporation shall be held personally liable for any action, debt, obligation or other liability of the Corporation. The Corporation will defend and indemnify any person who serves as an Officer or Director for claims arising out of or related to any action taken or decision made on behalf of the Corporation and within the scope of the person's authority as an Officer or Director of the Corporation.

Article IX – Assessments and Fees

The Corporation is organized for the mutual benefit of its members and shall have no profit. Any costs incurred by the corporation in fulfilling its duties and purposes shall be paid by fees and charges assessed to the members of the Corporation. The Board of Directors shall establish such fees and charges at a meeting called for that purpose in accordance with the provisions of the Bylaws of the Corporation. All assessments received by the Corporation will be used in accordance with the Bylaws. After all expenses of the Corporation are paid each year, and a reasonable reserve set aside as determined by the Board of Directors, any excess income of the Corporation shall be used to reduce or offset future fees and charges assessed by the Corporation.

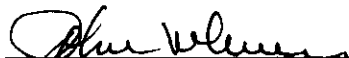
Article X – Lien Rights

The Corporation shall have the right to record a lien against any member's lot for all assessments levied, and shall have the right to enforce such lien as set forth in the Bylaws and in accordance with Idaho Code.

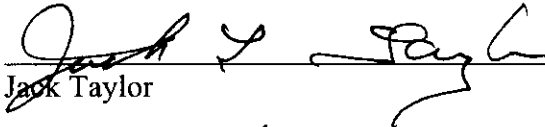
Article XI - Dissolution

No part of the income or assets of this Corporation shall ever inure to the benefit of any director, officer or member, or for the benefit of any private person. Upon the dissolution and winding up of the corporate affairs, any remaining assets, after payment of all debts and liabilities of the corporation, shall be distributed to a qualified nonprofit fund, foundation or other organization in accordance with the provisions of the Bylaws of the Corporation. Such disbursement shall be determined by a majority vote of the Board of Directors.

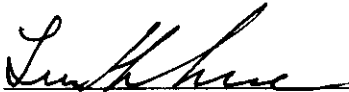
Approved and adopted this 2 day of February, 2005.



John Wheeler



Jack Taylor



Tim Komberec