

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

CALDWELL AIRPORT CONDOMINIUM OWNERS' ASSOCIATION, INC.  
File number C 107795

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 CALDWELL AIRPORT CONDOMINIUM OWNERS' ASSOCIATION, INC. 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: September 27, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sipek*

ARTICLES OF INCORPORATION OF  
CALDWELL AIRPORT CONDOMINIUM OWNERS' ASSOCIATION,  
A NON-PROFIT CORPORATION

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The undersigned, acting as the incorporator of a corporation under the provisions of the Idaho Non-profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE

NAME AND LOCATION

The name of the corporation shall be Caldwell Airport Condominium Owners' Association, Inc.

ARTICLE TWO

NON-PROFIT STATUS

This corporation shall be a non-profit corporation organized pursuant to Sections 30-301, et seq. of the Idaho Code.

ARTICLE THREE

DURATION

The period of this corporation shall be perpetual.

ARTICLE FOUR

PURPOSES

The purposes for which this corporation is organized are as follows:

(A) To perform the functions and provide the services as set forth in the Declaration of Covenants, Conditions, Restrictions and Reservations for Caldwell Airport Condominiums, a leasehold condominium, located in Caldwell, Canyon County, Idaho, hereinafter referred to as the "Declaration."

(B) To exercise all other powers allowed by law and not inconsistent with the limiting language contained hereinbelow, in the Association's By-Laws, or in the Declaration.

(C) This corporation is organized and shall be operated exclusively for the above-stated purposes and for other non-profit purposes. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (A) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States

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Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(D) Upon dissolution of the corporation, its assets shall be distributed in accordance with the corporation's exempt, non-profit status, and shall not be distributed to or inure to the private benefit of its members.

#### ARTICLE FIVE

##### NON-STOCK CORPORATION

This corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its members.

#### ARTICLE SIX

##### MEMBERSHIP

Each person or entity who is a record owner of a fee or undivided fee interest in a condominium unit located within the Caldwell Airport Condominiums or a contract purchaser in possession of a unit, but excluding contract sellers or other parties having an interest in a unit merely as security for the performance of an obligation, shall be members of the Association. The Declarant, as defined in the Declaration, shall also be a member. Membership shall be appurtenant to and may not be separated from ownership of any unit. Additional qualifications and attributes of membership are specified in Article 12 of the Declaration.

#### ARTICLE SEVEN

##### VOTING RIGHTS

(A) Number Of Votes: The total voting power of all owners shall be sixteen (16) votes. Each unit has available to its owner(s) one vote. A person (including Declarant) who owns more than one (1) unit shall have the votes appertaining to each unit owned.

(B) Voting Representative: An owner may, by written notice to the Board, designate a voting representative for the unit. The voting representative need not be an owner. There shall be one (1) voting representative for each unit. The designation may be revoked at any time by written notice to the Board from a person

having ownership interest in a unit, or by actual notice to the Board of the death or judicially-declared incompetence of any person with an ownership interest in the unit, except in cases in which the person designated is a mortgagee of the unit. This power of designation and revocation may be exercised by the guardian of an owner, the attorney-in-fact for the owner under a Durable Power of Attorney, and the Administrators or Executors of an owner's estate. If no designation has been made, or if a designation has been revoked and no new designation has been made, the voting representative of each unit shall be the group composed of all of its owners. If a unit is owned by husband and wife, and any one of them is at a meeting, the one who is present will represent the marital community.

#### ARTICLE EIGHT

##### REGISTERED AGENT AND OFFICE

The street and mailing address of the initial registered office of the corporation shall be 706 N. 1st Street, P. O. Box 1066, McCall, Idaho, 83638. The name of the corporation's initial registered agent at such address is Steven J. Millemann.

#### ARTICLE NINE

##### BOARD OF DIRECTORS

The business of this Association shall be managed by a Board of Directors of not less than three (3) nor more than three (3) Directors, who must be members of the Association. The number, qualification, terms of office, manner of election, powers and duties of such Directors shall be such as may be prescribed by law, by these Articles, by such By-Laws as may from time to time be enforced, and by the Declaration. The names and addresses of the persons who are to act in the capacity of Directors until the first meeting of the membership is as follows:

<u>Name</u>	<u>Address</u>
<u>Ben D. Magnuson</u>	6305 Northridge Drive Snohomish, WA 98290 Box 28
<u>Cole D. Smith</u>	Ten Sleep, Wyoming 82442 Box 28
<u>Carol Smith</u>	Ten Sleep, Wyoming 82442

ARTICLE TEN

INCORPORATORS

The name and street address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Ben D. Magnuson	6305 Northridge Drive Snohomish, WA 98290

ARTICLE ELEVEN

NON-LIABILITY OF DIRECTORS

A Director of the Association shall not be personally liable to the Corporation or its members, except as is otherwise provided by Idaho law.

ARTICLE TWELVE

DISSOLUTION

The Association shall not be dissolved unless and until the termination of the condominium as provided in Article 25 of the Declaration, including the expiration of the lease with the City of Caldwell, or any amendment or extension thereof, the taking of all units by condemnation, the Lessee's exercise of its right of cancellation after the lease, the Lessor's exercise of its right of cancellation of the lease, or execution by the owners of a termination agreement by owners having eighty percent (80%) or more of the votes. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed in accordance with the Corporation's exempt, non-profit status, and shall not be distributed to or inure to the private benefit of its members.

DATED this 22 day of August, 1994.

  
BEN D. MAGNUSON,  
Incorporator

STATE OF Washington  
County of Spokane ) SS

On this 21 day of August, 1994, before me,  
~~LYNNE LONGFIRE~~, a Notary Public in and for said State,  
personally appeared BEN D. MAGNUSON, known or identified to me to  
be the person whose name is subscribed to the within 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 in this certificate first above  
written.

Lynne Longfire  
NOTARY PUBLIC FOR Washington  
Residing: Spokane  
My Commission Expires: 5/20/96

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