

FILED EFFECTIVE

ARTICLES OF INCORPORATION  
OF  
PINEWOOD WEST HOMEOWNERS ASSOCIATION, INC.

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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act (IC 30-3), adopts the following Articles of Incorporation for the corporation.

ARTICLE 1. NAME

The name of this corporation is Pinewood West Homeowners Association, Inc.

ARTICLE 2. DURATION

The duration of this corporation is perpetual.

ARTICLE 3. PURPOSES

This corporation is organized to provide an owners association pursuant to the Restrictive Covenants for Pinewood West Subdivision, as recorded under Bonner County Auditor's No. 386218 to provide for maintenance, preservation, and architectural control of the lots and common areas of the Pinewood West residential subdivision as more particularly described in the covenants, located in Bonner County, Idaho, and to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and all activities which are permitted to be done by a non-profit corporation under any laws that may now or hereafter be applicable or available to this corporation. The powers of this corporation shall be subject to and shall be exercised in accordance with the laws of the State of Idaho and with the Covenants as they may from time to time be amended.

ARTICLE 4. DISSOLUTION

Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be distributed among the members of the corporation in accordance with the Covenants and Bylaws.

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**ARTICLE 5.     MEMBERS**

**The corporation shall have one class of members, which shall consist of the owners of the parcels and dwelling units in Pinewood West, as those terms are defined in the Covenants. The rights, privilege and obligations of the members are set forth in the Covenants and in the Bylaws of the corporation.**

**ARTICLE 6.     REGISTERED OFFICE AND AGENT**

**The name of the initial registered agent of the corporation is:**

**Brent Raffetto**

**The address of the initial registered office of the corporation is:**

**330 Rockview Dr  
Priest River, ID 83856**

**ARTICLE 7.     DIRECTORS**

**The number of directors of this corporation shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. These directors will be elected at the first Pinewood West Association meeting as per the Bylaws.**

**Brent Raffetto  
330 Rockview Dr.  
Priest River, ID 83856**

**Tina Craig  
3930 - 172 Ave NE  
Redmond, WA 98052**

**Wendy Ramsey  
25003 N Perry Rd  
Colbert, WA 99005**

**ARTICLE 8.     LIMITATION OF LIABILITY**

**A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, or (ii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. Any repeal or modification of this Article by the directors or members of the corporation shall not adversely affect any right or protection of any individual who is or was a director of the corporation which existed at the time of such repeal or modification.**

**ARTICLE 9.     INDEMNIFICATION**

**To the full extent permitted by the Idaho Nonprofit Corporation Act, the corporation shall indemnify against all expenses and liabilities, including reasonable attorneys' fees, any individual made a party to a proceeding because that individual is or was a director or officer of the corporation and shall advance or reimburse the reasonable expenses incurred by such individual in advance of final disposition of the proceeding, without regard to any limitations in IC 30-1-5 of the Idaho General Business Corporation Act, or any other limitation may be disregarded if authorized by the Articles of Incorporation, to the full extent and under all circumstances permitted by applicable law.**

**Any indemnification provided under this Article shall, unless limited by the terms of the undertaking to indemnify, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators.**

**Any repeal or modification of this Article by the directors or members of the corporation shall not adversely affect any right or protection of any individual who is or was a director or officer of the corporation existing at the time of such repeal or modification.**

**ARTICLE 10      AMENDMENT**

**Any amendment to these Articles of Incorporation shall require the approval of sixty-seven percent (67%) of the votes of the members of the corporation and such other approvals as may be required in the Covenants.**

**ARTICLE 11     INCORPORATOR**

**The name and address of the incorporator is as follows:**

**Wendy Ramsey**  
**25003 Nth Perry Rd**  
**Colbert, WA 99005**

**Executed in duplicated on March 13, 2008**

*Wanda L. Perry*  
Incorporator

STATE OF Washington )  
County of Spokane ) ss.

Wendy Ramsey, being first duly sworn on oath says:  
That she is the incorporator of Pinewood West Homeowners Association, that she has read the foregoing Articles of Incorporation of Pinewood West Homeowners Association, knows the contents thereof, and believes the same to be true.

**DATED this 13<sup>th</sup> day of March, 2008.**

**OFFICIAL SEAL  
BETH A. ROE  
NOTARY PUBLIC  
STATE OF WASHINGTON  
MY COMMISSION EXPIRES  
NOVEMBER 19, 2010**

Beth A Rae  
NOTARY PUBLIC in and for the State of  
Washington, residing at Mead  
My commission expires November 19, 2010