

9-7543

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

WOODMONT CONDOMINIUM OWNERS ASSOCIATION, INC.

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 WOODMONT 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: February 4, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Ange Hoken

FEB 4 2 43 PM '82
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

WOODMONT CONDOMINIUM OWNERS ASSOCIATION, INC. (An Idaho Nonprofit Corporation)

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

ARTICLE I. NAME.

The name of the Corporation is Woodmont Condominium Owners Association, Inc.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Hailey, County of Blaine, State of Idaho. The street address of the initial registered office is 3940 Glenbrook Drive, Hailey, Idaho 83333, and the name of the initial registered agent at that address is Thomas Hanson.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To act as the management body for WOODMONT CONDOMINIUMS, PHASE I, according to the plat thereof, recorded October 28, 1974, as Instrument No. 156770, records of Blaine County, Idaho, being a resubdivision of Lot 2 in Block 11 of the Woodside Subdivision Final Plat No. 3, according to the plat thereof, recorded August 2, 1973, as Instrument No. 150391, and as defined and described in that certain Declaration of Condominium and Amendment and Second Amendment to Declaration of Condominium recorded October 28, 1974, as Instrument No. 156771, on November 25, 1974, as Instrument No. 157176 and on February 27, 1980, as Instrument No. 201515, respectively,

records of Blaine County, Idaho, in accordance with the Idaho Condominium Property Act, Idaho Code, Title 55, Chapter 15, Sections 55-1501, *et seq.* ("Condominium Act").

B. To perform the duties and carry out the responsibilities of a condominium management body pursuant to the Condominium Act as limited by these articles and by the declarations, as amended and as may be amended from time to time, including but not limited to: (1) the power to enforce the provisions of the declaration; (2) maintenance of fire, casualty, liability and other insurance and for bonding of employees, agents, directors, officers and members of the Corporation; (3) provision by it and payment by it for maintenance, utility, gardening and other services and for employment of personnel necessary for operation of the project, including but not limited to, legal and accounting services; (4) purchase by it of materials, supplies and the like and for maintenance and repair of the project; (5) payment by it of any taxes or special assessments which might become a lien upon the entire project or any common area and for discharge by it of any lien or encumbrance levied against the entire project or any common area; (6) for payment by it for reconstruction of any portion or portions of the project damaged, taken or destroyed; (7) delegation by it of its powers; (8) entry by it or its agents into any unit when necessary in connection with any maintenance or reconstruction for which the management body is responsible; (9) affix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the declaration.

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Corporation Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do, consistent with the provisions of the Condominium Act.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation 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 V hereof. No substantial part of the activities

of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a nonprofit corporation.

ARTICLE VII. MEMBERS.

The members of the Corporation shall consist of the owners of units in Woodmont Condominiums.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation 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, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. 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 existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Thomas Hanson	311 War Eagle Drive Hailey, Idaho 83333
Marie Vermeer	18883 Friend Road Caldwell, Idaho 83685
Josephine L. Miller	1424 Warm Springs Avenue Boise, Idaho 83712

ARTICLE IX. ASSESSMENTS.

Assessments may be charged and collected, and liens enforced against each unit in Woodmont Condominiums in accordance with the percentages set forth in the Declaration of Woodmont Condominiums dated July 30, 1974 and recorded October 28, 1974, as Instrument No. 156771, records of Blaine County, Idaho, subject to future revision or amendment in accordance with applicable law.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation, if any, then remaining, to other nonprofit corporations or in such manner as not to violate the provisions of any statute or regulation applicable to Idaho nonprofit corporations. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI. INCORPORATOR.

The name and street address of the incorporator is Thomas A. Miller, 1424 Warm Springs Avenue, Boise, Idaho 83712.

ARTICLE XII. BYLAWS.

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

DATED this 3rd day of February, 1992.



Thomas A. Miller