

ARTICLES OF INCORPORATION

OF

SUNNY BENCH ESTATES PROPERTY OWNERS' ASSOCIATION, INC.

To: The Secretary of State  
State of Idaho

Pursuant to the provision of the Idaho Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Incorporation:

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being a corporation duly recognized by the State of Idaho, for the purpose of forming a nonprofit cooperative association pursuant to the provisions of the Idaho Nonprofit Corporation Act, Idaho Code 30-3-1 et. seq. and all laws amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I.

The name of this nonprofit Corporation is Sunny Bench Estates Property Owners' Association, Inc..

ARTICLE II.

The purposes for which the Corporation is formed are:

a. To manage, operate, care for, and maintain and repair all non-public common easement and access roads within the Sunny Bench Estates, both those identified on the recorded plat of the property and those which are necessary to provide access to the lots within the property.

IDAHO SECRETARY OF STATE

08/07/1997 09:00  
CK: 8588 CT: 70789 BH: 27912

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1       b. To acquire, own, hold, use, exercise and to the extent  
2 permitted by law, to sell, mortgage, pledge, hypothecate and in any  
3 manner dispose of rights, privileges, licenses, rights of way and  
4 easements necessary, useful or appropriate to accomplish any or all  
5 of the purposes of the Corporation,

6       c. To purchase, receive, lease as lessee, or in any other  
7 manner to acquire, own, hold, maintain, use, convey, sell, lease as  
8 lessor, exchange, mortgage, pledge or otherwise dispose of any and  
9 all real and personal property or any interest therein necessary,  
10 useful or appropriate to enable the Corporation to accomplish any  
11 or all of its purposes including, but not limited to, holding any  
12 personal or real property transferred to the corporation by Prairie  
13 Land and Timber Company;

14       d. To levy assessments in such manner and in such amount as  
15 may be provided in the by-laws of this corporation and as may be  
16 provided by the laws of Idaho

17       e. To do and perform, either for itself or its members, any  
18 and all acts and things, and to have and exercise any and all  
19 powers, as may be necessary or convenient to accomplish any or all  
20 of the foregoing purposes or as may be permitted by the Act under  
21 which the Corporation is formed in the State of Idaho and in any  
22 other State of the United States of America.

23       f. To engage in any other lawful activity.

24                   ARTICLE III.

25       The corporation shall have perpetual existence.

1 ARTICLE IV.

2 The location and street address of the initial registered  
3 office of the Corporation is Prairie Land And Timber Company,  
4 Highway 95 North, Grangeville, County of Idaho, State of Idaho.  
5 The initial registered agent shall be Bryan Cash.

6 ARTICLE V.

7 Section 1. The Corporation is formed without any purpose of  
8 pecuniary profit to itself and shall have no capital stock.

9 Section 2. A person, firm, corporation or body politic  
10 becomes a member in the Corporation by:

11 a. Holding the ownership interest in any lot in Sunny Bench  
12 Estates as shown on the records of the County Recorder, Nez Perce  
13 County, Idaho. Each owner as defined in the Covenants Running with  
14 the Land shall become a member of the Corporation and each lot  
15 shall constitute one membership in the Corporation;  
16

17 Section 3. The private property of the members of the  
18 Corporation shall be exempt from execution for the debts of the  
19 Corporation and no member shall be individually liable or  
20 responsible for any debts or liabilities of the Corporation.

21 ARTICLE VI.

22 The name and post office address of the incorporator is  
23 Prairie Land and Timber Company, Highway 95 North, Grangeville,  
24 Idaho 83530.  
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1 ARTICLE VII.

2 Section 1. Except as limited elsewhere in these Article or in  
3 the bylaws of the Corporation, the business and affairs of the  
4 Corporation shall be vested in and managed and controlled by a  
5 Board of Directors and the officers of the Corporation shall be a  
6 president, a vice-president, a treasurer and a secretary. The  
7 offices of secretary and treasurer may be held by the same person.

8 Section 2. The officers of the Corporation shall be elected,  
9 by ballot, by and from the members of the Board of Directors at  
10 such times and for such terms of office as shall be provided in the  
11 Bylaws of the Corporation.

12 Section 3. The number of directors of the Corporation shall  
13 be three (3). The initial directors of the corporation shall be C.  
14 H. Ketcham, Virginia Ketcham, and Bryan Cash. The addresses of the  
15 initial directors is c/o Prairie Land and Timber, Highway 95 North,  
16 Grangeville, Id 83530.

17 ARTICLE VIII.

18 The bylaws of the Corporation may define and fix other duties  
19 and responsibilities of the members and prescribe other terms and  
20 conditions upon which members shall be admitted to and retain  
21 membership in the Corporation, make provisions for annual and  
22 special meetings of members and directors and notices thereof,  
23 provide for methods of voting, quorum requirements and any other  
24 matters relating to the internal organization and management of the  
25 Corporation, provided that such provision shall not be inconsistent  
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1 with these Article of Incorporation or the laws of the State of  
2 Idaho.

3 ARTICLE IX.

4 The Corporation may amend, alter, change or repeal any  
5 provision contained in these Articles of Incorporation by the  
6 affirmative vote of two-thirds (2/3) of the total number of the  
7 members at any regular or special meeting, provided the notice of  
8 such meeting shall have contained a copy of the proposed  
9 alteration, amendment or repeal.

10 ARTICLE X.

11 Upon dissolution of this corporation, the assets shall be  
12 transferred pro-rata to the owners of the lots of Sunny Bench  
13 Estates.  
14

15 These Articles of Incorporation are dated this 4 day of  
16 August, 1997.

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18  
19 PRAIRIE LAND AND TIMBER COMPANY

20  
21 By: C. H. Ketcham  
22 C. H. KETCHAM, President

23 ATTEST:

24 Virginia Ketcham  
25 VIRGINIA KETCHAM, Secretary  
26  
27  
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