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2004 OCT 12 AM 10:30

STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
BLACK DIAMOND LODGE ASSOCIATION, INC.

KNOW ALL PERSONS BY THESE PRESENTS: The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho in compliance with the Idaho Nonprofit Corporation Act of Title 30, Chapter 3 Idaho Code, and acting as incorporator of said corporation does hereby certify, declare and adopt the following articles of Incorporation.

ARTICLE I. NAME:

The name of the Corporation shall be Black Diamond Lodge Association, Inc. (the "Association")

ARTICLE II. NONPROFIT:

The Association shall be a nonprofit, membership corporation.

ARTICLE III. DURATION:

The duration of this corporation shall be perpetual.

ARTICLE IV. REGISTERED OFFICE AND AGENT:

The address of the initial office of the Association is 1131 Michael Lane, Sandpoint, Idaho 83864. The name of the

ARTICLES OF INCORPORATION  
BLACK DIAMOND LODGE ASSOCIATION, INC. -1

IDAHO SECRETARY OF STATE  
10/12/2004 05:00  
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Paul William Vogel, P.A.  
Attorney-at-Law  
120 East Lake Street  
Suite 313  
P.O. Box 1828  
Sandpoint, ID 83864-0903  
Ph: (208) 263-6636  
Fax: (208) 263-6775

registered agent at this address is Craig T. Mearns.

ARTICLE IV. PURPOSES:

The Association is formed to be a Management Body for the administration, maintenance, preservation and control of Black Diamond Lodge Condominiums, located in Bonner County, Idaho consistent with the Idaho Condominium Property Act, Title 55, Chapter 15, Idaho Code (the "Condominium Act") and its powers are and shall be consistent with the provisions of the Condominium Act. The nature of the business and the object and purposes of the Association shall be as follows:

1. The association shall be the "Management Body" as defined in Idaho Code section 55-1503, and as provided for in the terms and conditions of that Declaration of Condominium of Black Diamond Lodge Association (the "Declaration") to be executed by HARRISON K. MEARNNS and CAROL MEARNNS, husband and wife (the "Declarant"), which delegates and authorizes the Association to exercise certain functions as the Management Body. The Declaration shall be recorded in the Bonner County Recorder's Office, State of Idaho, together with a certified copy of these Articles of Incorporation appended thereto. All of the words and terms which are initially capitalized herein shall have the meanings and definitions ascribed to them in the Declaration, which definitions are incorporated herein by reference.

2. The Association shall have the power to exercise and enforce all rights and privileges, and to assume, incur, perform, carry out and discharge all duties, obligations and responsibilities of a Management Body as provided for in the Condominium Act, and in the Declaration, as amended from time to time. The Association shall have the power to adopt and enforce rules and regulations covering the use of the Project or Units therein, to levy and collect the Assessments and charges against the Owners and the Units themselves and in general to assume and perform all the functions to be assumed and performed by the Association as provided for in the Declaration. It shall have the power by resolution or vote to transfer, assign or delegate such duties, obligations or responsibilities to other persons or entities as permitted or provided for in the Condominium Act, the Declaration or in an agreement executed by the Association with respect thereto.

3. The Association shall comply with all terms, conditions and provisions of any and all permits pertaining to the Condominium Property (as defined in the Declaration).

4. In addition to the foregoing, where not inconsistent with either the Condominium Act or Title 30, Idaho Code, the Association shall have all the general powers provided in Sections 30-1-302 and 30-3-24, Idaho Code.

ARTICLE V. MEMBERSHIP:

1. There shall be one (1) membership in the Association for each Owner as established by the declaration. The Members of the Association must be and remain Owners of a Unit, as defined in the Declaration, within the Project. If title to a Unit is held by more than one person, the membership relating to the Unit shall be shared by all such persons in the same proportionate interest and the same type of tenancy in which the title to the Unit is held.

In the event that title to any Unit is held by more than one person, other than a marital couple, then, in that event, the individuals holding title shall designate the titleholder that is entitled to vote the Membership interest for such Unit. Said designation shall be in writing and shall be filed with the Association. Provided, however, if title is held by a marital couple then either party to the marriage shall be entitled to vote the Membership interest without filing a designation.

2. No person or entity other than an Owner may be a member of the Association. A member shall not assign or transfer his membership except in connection with the transfer or sale of a Unit; provided, however, that although membership is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, the rights of membership may be assigned as

further security for a loan secured by a lien on a Unit. Every person or entity who is an owner of any Unit for which the Association has been or may be designated as a Management Body shall be required to be a member of the Association and remain a member so long as such person or entity shall retain the ownership of a Unit. Membership in the Association is declared to be appurtenant to the title of a Unit upon which such membership is based and automatically shall pass with the sale or transfer of the title of the Unit.

#### ARTICLE VI. VOTING RIGHTS:

The Association shall have one class of voting membership. Members shall be all Owners and shall be entitled to one vote for each Unit owned. When more than one person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as set forth in a written designation, but in no event shall more than one vote be cast with respect to any Unit. Fractional votes shall not be allowed. The vote applicable to any Unit being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise.

#### ARTICLE VII: BOARD OF DIRECTORS:

1. The number of directors of the Association shall be fixed by the bylaws and may be increased or decreased from

time to time in the manner specified herein. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify, or unless they resign or are removed, are:

<u>Name</u>	<u>Address</u>
Harrison K. Mearns	P.O. Box 397 Hope, ID 83836
William Jacobson	278 Princess Lane, Harwood, MD 20776
Craig T. Mearns	1131 Michael Lane, Sandpoint, ID 83864

2. All Directors shall be elected in the manner set forth in the ByLaws. Directors may be removed and vacancies may be filled in the manner provided in the Bylaws.

#### ARTICLE VIII. INCORPORATOR:

The name and address of the Incorporator is as follows:

Harrison K. Mearns P.O. Box 397 Hope, ID 83836

#### ARTICLE IX. BYLAWS:

The Bylaws of the Association shall be adopted as set forth in the Bylaws, and may be altered, amended or rescinded in the manner provided therein.

#### ARTICLE X. ASSESSMENTS:

Each member shall be liable for the payment of Assessments and charges provided for in the Declaration and

for the payment and discharge of the liabilities of the Association as provided for in the Declaration, the Condominium Act, and as set forth in the Bylaws.

ARTICLE XI. AMENDMENT:

Amendments to these Articles shall be proposed and adopted in the following manner:

1. Until Turnover of Control (as defined in the Bylaws), the Declarant shall have the unilateral right to amend these Articles.

2. After election of a majority of the Board other than by the Declarant, amendments to these Articles may be proposed either by a majority of the whole Board or by a petition signed by the Members representing at least seventy-five percent (75%) of the voting interests of the Association. Once so proposed, the amendments shall be submitted to a vote of the Members no later than the next annual meeting for which proper notice can be given. These Articles of Incorporation may be amended by a vote of seventy-five percent (75%) of the Members present and voting at such special or annual meeting at which a quorum has been established. Any such amendment may also be approved in writing by a majority of the total voting interests without a meeting. Notice of any proposed amendment must be given to the Members, and the notice must contain the text of the proposed amendment.

3. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Bonner County, Idaho.

ARTICLE XII. 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 consistent with the purposes of the corporation. 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 the purposes or to such organizations, as such Court shall determine to be consistent with the purposes of the corporation. All dissolution procedures shall be in accordance with applicable provisions Of the Idaho Non-profit Act, Title 30, Chapter 3, Idaho Code.

EXECUTED this 8<sup>th</sup> day of October, 2004, by the undersigned Incorporator.

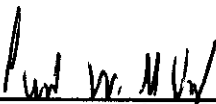
  
HARRISON K. MEARNES



STATE OF IDAHO     )  
                          :    ss.  
County of Bonner    )

On this 8<sup>th</sup> day of October, 2004, before me, a Notary Public in and for the State of Idaho, personally appeared HARRISON K. MEARNS, known to me to be the Incorporator of BLACK DIAMOND LODGE ASSOCIATION, INC., and acknowledged to me that he executed the within and foregoing instrument on behalf of said corporation.

In Witness Whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Sandpoint  
My Commission Expires: 2.3.2005

