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**ARTICLES OF INCORPORATION
OF
SHILOH, TREATY ROCK THIRD ADDITION
HOMEOWNERS ASSOCIATION, INC.**

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STATE
SECRETARY OF IDAHO

The undersigned, acting as incorporator of a non-profit corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such Corporation:

**I.
CORPORATE NAME**

The name of the Corporation is SHILOH, TREATY ROCK THIRD ADDITION HOMEOWNERS ASSOCIATION, INC.

**II.
NON-PROFIT STATUS**

The Corporation shall be a Non-Profit Corporation.

**III.
PERPETUAL DURATION**

The period of its duration is perpetual.

**IV.
PURPOSES & POWERS**

The purpose or purposes for which the Corporation is organized are as follows:

To undertake all activities permitted by law to be undertaken by a Non-Profit Corporation, including, but, without limiting the scope of its powers, the following:

- (a) To provide for the acquisition, construction, management, operation, administration, maintenance, repair, improvement, preservation, insurance, and architectural control of Association property within that certain subdivision situated in Kootenai County, Idaho, commonly known as TREATY ROCK ESTATES THIRD ADDITION "SHILOH", a Planned Unit Development as well as to any additional land to which, by membership, the powers and purposes of this Corporation are extended, and to promote the health, safety and welfare of said property and of the membership of the Corporation, in accordance with the By-Laws duly adopted by the Corporation and those certain Covenants, Conditions and Restrictions, as from

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time to time amended, (the "Declaration"), recorded in the office of the Recorder, Kootenai County, Idaho, as Instrument No 1555735.

(b) To fix, levy, collect and enforce the assessments and fines as may be set forth in the said Declarations and the By-Laws of the Corporation;

(c) To pay all expenses and obligations incurred by the Association in the conduct of its business, including without limitation, all licenses, taxes or governmental charges levied or imposed against the Association property; and,

(d) To have and exercise any and all powers, rights and privileges which a Corporation, under the Idaho Non-Profit Corporation Act, may now or hereafter have or exercise.

V.

MEMBERS AND MEMBERSHIP

1. Non-stock Corporation. There shall be no stock issued by the Corporation and there shall be no shareholders. Participation in the management and ownership of the Corporation shall be by membership only.

2. Membership. The membership of the Corporation shall be as set forth in the said Declaration, as further governed by the By-Laws of the Corporation.

3. Limitation on Transfer/Distribution. Membership in the Corporation is appurtenant to and cannot be segregated from ownership of any tract of land within the jurisdiction of the Corporation. Except as may be provided in the case of dissolution of the Corporation and subject to the provisions of Article XI, herein, a dissenting member shall not be entitled to any return or any contribution or other interest in the Corporation.

VI.

BY-LAWS

The provisions for the regulation of the internal affairs of the Corporation shall be contained in the By-Laws, which shall be duly adopted by the Board of Directors of the Corporation.

VII.

REGISTERED OFFICE/AGENT

The street address of the initial registered office of the Corporation and the name of its initial registered agent at such street address is as follows:

Registered Agent: D.K. Johnson
Registered Office: 135 Dart Street
Post Falls, ID 83854

VIII.
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation shall be three (3), all of whom shall be members of the Association or agents of a corporate or other nonindividual Member. The number of Directors may be changed by the amendment of the By-Laws of the Corporation. The names and addresses of the persons who are to serve as initial directors until their successors are elected and shall qualify are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	J.B. Dodge	5925 E. Seltice Way Post Falls, ID 83854
2.	E.M. Smith	5925 E. Seltice Way Post Falls, ID 83854
3.	D.K. Johnson	5925 E. Seltice Way Post Falls, ID 83854,

IX.
INCORPORATOR

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dennis M. Davis	608 Northwest Boulevard, Suite 401 Coeur d'Alene, ID 83814

X.
ASSESSMENTS/ENFORCEMENT

Assessments may be levied upon the membership as set forth in the By-Laws. The manner of assessment and collection of such levies shall be determined by the directors, and as provided in the By-Laws, provided that assessments may be secured by a lien in the real property to which the membership is appurtenant, and may be enforceable by civil action and/or forfeiture of membership as by law provided.

XI.
DISSOLUTION

In the event of the dissolution, liquidation, or winding up of the Corporation, and after paying or adequately providing for all of the debts and obligations of the Corporation, the Directors shall cause the remaining assets of the Corporation, if any, to be distributed according to the provisions of Idaho Code §§ 30-3-109, 113, 114 & 115, and any other provision(s) of Title 30, Chapter 3 of the Idaho Code, as the same may from time to time be amended.

XII.
AMENDMENT

These Articles may be amended at any time and in any manner permitted by the provisions of the Idaho Non-Profit Corporation Act, as from time to time amended.

DATED This 30th day of September, 1998.

INCORPORATOR:

Dennis M. Davis
DENNIS M. DAVIS

STATE OF IDAHO)
 : ss
County of Kootenai)

On this 1 day of ~~September~~ ^{October}, 1998, before me, the undersigned Notary Public in and for the said State, personally appeared DENNIS M. DAVIS, known 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 first above written.

Jennifer L. Damm
Notary in and for the State of Idaho
Residing in: Greenleaf, Idaho
My Commission Expires: 10-14-2003