

*FILED EFFECTIVE*

**ARTICLES OF INCORPORATION**

**OF**

**FORSYTHIA PLACE CONDOMINIUM ASSOCIATION, INC.**

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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned for the purpose of forming a non-profit corporation under the Idaho Nonprofit Corporation Act, hereby certifies and adopts the following Articles on Incorporation.

**Article One**

The name of the corporation is Forsythia Place Condominium Association, Inc.

**Article Two**

The address of the registered office of the corporation in the State of Idaho shall be 10181 Gibson Road, Hayden, ID 83835 and the name of its registered agent is Gina Parry.

**Article Three**

The name and mailing address of the incorporator of the corporation is Gina Parry, Forsythia Place Condominium Association, Inc., P. O. Box 1133 Hayden, ID 83835.

**Article Four**

1. The Corporation is formed for lawful non-profit purposes and objectives. Stock will not be issued. All corporate assets will be dedicated to exempt purposes; although the Corporation will be authorized to pay reasonable compensation for services rendered, and to enter into business transactions in furtherance of its exempt purpose. The Corporation will not pay dividends, and its assets will not inure to the private profit of any person. If and when the Corporation is dissolved, its assets will be distributed for exempt purposes, or will dissolve to a government agency for a public purpose. None of the assets will be distributed to private individuals.
2. The purpose of the Corporation is to provide for the maintenance of the common area of the Forsythia Place Condominium Association, Inc. and generally, to manage the subdivision in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions, (hereinafter "CC&Rs") appurtenant thereto.

**Article Five**

The Owner of a Unit shall automatically, upon becoming an Owner, be a Member of the Association, and shall remain a Member thereof until such time as his ownership ceases for any reason, at which time his membership in the association shall automatically cease. Membership shall be in accordance with these Articles of Incorporation and the Bylaws of the Association.

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Forsythia Place Condominium Association, Inc.

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Membership in the Association shall not be transferred, pledged, or alienated in any way, except upon the transfer of ownership of the Unit to which it is appurtenant, and then only to the new Owner. Any attempt to make a prohibited transfer is void. In the event the Owner of any Unit shall fail or refuse to transfer the membership registered in his name to the purchaser of his Unit, the Association shall have the right to record the transfer upon books and thereupon the old membership outstanding in the name of the seller shall be null and void.

The association shall have one class of voting membership.

Except as otherwise provided herein, the qualifications and dues for membership shall be specified in the Bylaws of the corporation.

Membership in the Association is appurtenant to and cannot be segregated from ownership of a Unit within the jurisdiction of the Association. Except upon dissolution of the Association, a dissenting Member shall not be entitled to any return of any contribution or other interest in the Association.

#### Article Six

The Corporation will not provide life, sickness, accident, and/or similar benefits to members. The organization may seek a federal tax exemption for its own income and will seek a ruling that contributions to the organization are federally tax deductible. If the organization becomes tax exempt in either category, it will perform any act required to retain tax exempt status and will refrain from any activities forbidden by federal or state law.

#### Article Seven

At all times, the organization's investments and investment policy will be consistent with its non-profit purpose, and income and assets will be generated only to carry out the non-profit purpose, not to generate a profit for any person or organization.

#### Article Eight

1. The number of Directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.
  - a) The first Directors of this Corporation shall be three (3) in number and their names and addresses are as follows:

Gina Parry	10181 Gibson Road, Hayden, ID 83835
Tom Jones	11293 N Rocking R Road, Hayden ID 83835
Pat O'Malley	2120 N 3 <sup>rd</sup> ST., Coeur d'Alene, ID 83814

2. The Officers and Directors will not be personally liable for the Corporation's debts and liabilities, and their personal property is exempt from seizure or levy to pay obligations of the Corporation.
3. The powers of the Corporation will include all powers granted by the State of Idaho to non-profit Corporations of the same type.
4. The term of the first Directors shall be until the first annual meeting of the Corporation at which time successors are elected.
5. The number terms of office, manner of election, time and place and manner of calling meetings, and the powers and duties of the directors (unless otherwise stated herein) shall be prescribed by the Bylaws.

#### Article Nine

The Corporation's Board of Directors will meet at least annually, with additional meetings as provided by the Bylaws. The Corporation will hold a general membership meeting at least annually.

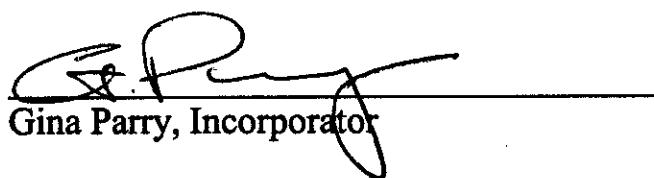
#### Article Ten

Power to amend the organization's Articles of Incorporation and Bylaws will rest with the Board of Directors and the membership; an amendment can be made as provided for in the Bylaws.

#### Article Eleven

The undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the Idaho Nonprofit Corporation Act, does hereby make and file these Articles of Incorporation, and does hereby declare and certify that this is his act and deed and the facts herein stated are true.

IN WITNESS THEROF, these Articles of Incorporation are executed in duplicate on the 5th day of October, 2006.



Gina Parry, Incorporator