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ARTICLES OF INCORPORATION SECRETARY OF STATE
STATE OF IDAHO

OF

BEAR CREEK ESTATES HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the Idaho Non-Profit Corporation Act, the undersigned, and all of whom are of legal age, have this day voluntarily associated themselves together for the purpose of forming a not-for-profit corporation and do hereby certify:

ARTICLE I

NAME

The name of the corporation is BEAR CREEK ESTATES HOMEOWNERS ASSOCIATION, INC. (hereafter "Association").

ARTICLE II

STATUS

The corporation is a non-profit corporation duly organized under the laws of Idaho.

ARTICLES III

DURATION

The duration of the corporation shall be perpetual.

IDAHO SECRETARY OF STATE
07/31/2008 05:00
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ARTICLE IV
PRINCIPAL OFFICE

The principal office of the Association is located at 356 North 150 East,
Driggs, Idaho. § 3422

ARTICLE V
REGISTERED AGENT

Jan Betts, whose address is 356 North 150 East, Driggs, Idaho, is hereby
§ 3422
appointed as the initial registered agent of this Association.

ARTICLE VI
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, is formed for the specific purposes of providing for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property known as Bear Creek Estates, and addition to the County of Teton, State of Idaho, according to the recorded plat thereof together with all future annexations made thereto.

The Association is additionally formed to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Associations Bylaws, these Articles and that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the records of Teton County, Idaho, as may be amended from time to time as therein provided, which Declaration is incorporated herein by this reference;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of said Bylaws, Articles and Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, for the purpose of improving the Common Area, with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as

security for money borrowed or debts incurred, provided that the rights of the mortgagee shall be subordinate to the rights of the Members.

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency or authority for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer. The Association reserves the right, however, to grant easements for utility purposes over any part of the Common Area and designated utility easement areas without obtaining the consent or approval of the Members.

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area; and

(g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE VII

MEMBERSHIP

Every person or entity that is an "Owner" under the terms of the Declaration by virtue of being such an Owner and for so long as such ownership is maintained, shall

be a member of the Association. Notwithstanding the foregoing, when more than one person or entity holds such interest in any Lot, all such persons or entities shall be members, provided, however, that the vote for such a Lot shall be exercised as such interest holders determine among themselves, but in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE VIII

ASSIGNMENT OF MEMBERSHIP INTEREST

Memberships in the Association shall not be assignable, except to the successor-in-interest of the Owner, and all memberships in the Association shall be appurtenant to the Lot owned by such Owner. The memberships in the Association shall not be transferred, pledged or alienated in any way except upon the transfer of title to said Lot and then only to the transferee of title to said Lot.

ARTICLE IX

VOTING RIGHTS

All members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership. Notwithstanding the foregoing, when more than one person or entity holds such interest in any Lot, all such persons or entities shall be members, provided, however, that the vote for such Lot shall be exercised as such interest holders determine among themselves, but in no event shall more than one (1) vote be cast with respect to any Lot. In the event that such joint interest holders are unable to agree among themselves as to how such vote shall be cast, such interest holders shall lose

their right to vote on the matter in question. If any Owner casts a vote representing a certain Lot, it will thereafter be conclusively presumed for all purposes that such Owner was acting with the authority and consent of all other Owners of the same Lot. All voting rights shall be subject to the restrictions and limitations provided herein and in the Bylaws and Covenants of the Association.

ARTICLE X

ASSESSMENTS

Each member shall be liable for the payment of assessments as levied by the Association's Board of Directors in accordance with the Declaration and Bylaws. Such assessments shall be secured by a lien upon the real property to which a member's membership rights are appurtenant. The amount of assessment shall be fixed under the terms specified in the Declaration and the Bylaws.

ARTICLE XI

BOARD OF DIRECTORS

Initial Board. The number of directors constituting the initial Board of Directors are three (3) and the address and name of the persons who will serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are:

NAME

Jan Betts

ADDRESS

356 North 150 East
Driggs, Idaho 83422

Harry Niendorf

138 Butler Lane
Driggs, ID 83422

John Hansford

P. O. Box 504
Driggs, ID 83422

Subsequent Composition of the Board. The election of successors to the Board of Directors shall be in accordance with the Bylaws. The subsequent composition of the Board shall be in accordance with such Bylaws as they maybe, from time to time, amended.

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jan Betts	356 North 150 East Driggs, Idaho 83422
Harry Niendorf	138 Butler Lane Driggs, ID 83422
John Hansford	P. O. Box 504 Driggs, ID 83422

ARTICLE XIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association


shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIV

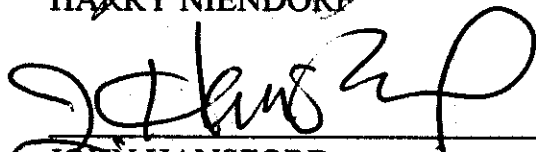
AMENDMENT

Any provision of these Articles may be altered, amended or repealed, and new Articles adopted by the members at any regular or special meeting of the members called for such purpose, in accordance with the provisions of Idaho law controlling the amendment of Articles of Incorporation of non-profit corporations, and upon the assent of two-thirds (2/3) of the members.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, I, the undersigned incorporator of this Association, have executed these Articles of Incorporation this 24th day of JULY, 2008.


JAN BETTS


HARRY NIENDORF


JOHN HANSFORD

STATE OF IDAHO)
) ss.
County of Teton)

On this 24 day of July, 2008, before me, Alta Olesen,
a Notary Public in and for said State, personally appeared JAN BETTS, known or
identified to me to be the person whose name is subscribed to the within instrument and
acknowledged to me that she executed the same.

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Alta Olesen
Notary Public for Idaho
Residing at: Driggs, Teton County
My Commission Expires: 4/1/11

STATE OF IDAHO)
) ss.
County of Teton)

On this 24 day of July, 2008, before me, Alta Olesen,
a Notary Public in and for said State, personally appeared HARRY NIENDORF, known
or identified to me to be the person whose name is subscribed to the within instrument
and acknowledged to me that he executed the same.

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Alta Olesen
Notary Public for Idaho
Residing at: Driggs, Teton County
My Commission Expires: 4/1/11

STATE OF IDAHO)
) ss.
County of Teton)

On this 24 day of July, 2008, before me, Alta Olesen,
a Notary Public in and for said State, personally appeared JOHN LANSFORD, known or
identified to me to be the person whose name is subscribed to the within instrument and
acknowledged to me that he executed the same.

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Alta Olesen
Notary Public for Idaho
Residing at: Driggs, Teton County
My Commission Expires: 4/1/11