



CERTIFICATE OF INCORPORATION
OF

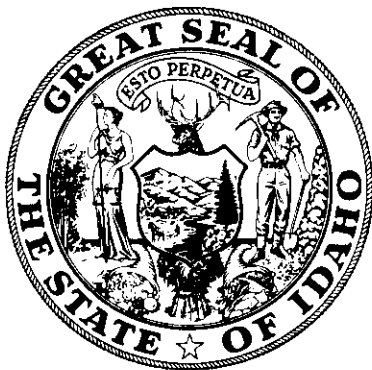
WESTWOOD TERRACE OWNERS ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of WESTWOOD TERRACE OWNERS ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated May 21, 19 84.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

WESTWOOD TERRACE OWNERS ASSOCIATION, INC.

The undersigned, for the purpose of forming a non-profit cooperative association, pursuant to the applicable law of the State of Idaho relating to such associations, hereby certifies and states:

1. The name of the cooperative association is and shall be WESTWOOD TERRACE OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association."

2. The Association is and shall be a non-profit cooperative association, and is formed pursuant to, and in accordance with Idaho Code §30-301 et seq, known as the "Idaho Non-Profit Corporation Act." The Association does not contemplate pecuniary gain or profit to the members thereof.

3. Subject to dissolution in the manner provided by Idaho law regarding general business corporations, the life of this Association shall be perpetual.

4. The purposes for which this Association is formed are to provide maintenance and improvements on the common areas within Westwood Terrace, to provide architectural and aesthetic control of the common areas and improvements thereon, to make reasonable rules and regulations, and to promote the health, safety and welfare of the residents

living within Westwood Terrace, which is that certain tract of real property located in Bonner County, Idaho, more particularly described in Exhibit "A", attached hereto and made a part hereof. In order to further these purposes, this Association shall be empowered to:

(a) Exercise all the powers and privileges, and perform all the duties and obligations of the Association as set forth in those certain documents entitled Westwood Terrace Owners Association By-Laws, and Declaration of Covenants, Conditions and Restrictions for Westwood Terrace.

(b) Fix, levy, collect, and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the By-Laws, and 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, and 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, and with the assent of two-thirds (2/3) of the members of the Association, mortgage, pledge, or encumber any or all of its real or personal property as security for money borrowed or debts incurred.

(e) Dedicate, sell or transfer all or any part of the common areas to any public agency, authority or utility 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 the members, agreeing to such dedication, sale or transfer.

(f) Participate in mergers and consolidations with other non-profit associations organized for the same purposes, or annex additional residential property and common areas, provided that any such merger and consolidation shall have the assent of two-thirds (2/3) of the members.

(g) Act as purchasing agent for goods and services for the members of the Association only.

(h) In general, to carry on any other business in connection with the foregoing, and to have and exercise all of the powers conferred by the law of Idaho upon corporations, as qualified and limited by Idaho Code §32-301, et seq.

(i) The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers of this Association, except as provided in subparagraph (h) herein.

5. Every person or entity who is record owner of any unit, or units, which is located within the real property described herein, and is subject to the By-Laws referred

to herein shall be a member of the Association. Membership shall be appurtenant to, and may not be separated from ownership of any such unit or units.

6. The Association shall be formed without capital stock, and the Association shall issue membership certificates to each member thereof. Said membership certificates shall be transferable only means of the sale or transfer of ownership of a unit, or units, located in Westwood Terrace, which transfer of membership shall be approved by resolution of the Board of Directors of the Association, and in accordance with the By-Laws of the Association. Voting rights of each member of the Association shall be determined by the number of units within Westwood Terrace, owned by said member. Any member may attend any meeting of the Association and may vote at such meeting in person, or may cast his/her vote through an agent duly appointed in writing, signed by the member and filed with the Association.

7. The affairs of the Association shall be managed by a Board of Directors, but it is not necessary that each member of which shall be a member of the Association and owner of a unit, or units, located within Westwood Terrace. The number of Directors of the Association shall be no less than two (2) or more than five (5). The number of Directors may be changed by amendment of the By-Laws of the Association. Said Directors shall serve for a term of one (1) year and until their respective successors are elected,

or until resignation or removal; provided that if any Director ceases to be an owner of a unit, or units, within Westwood Terrace, his/her membership and tenure as a Director thereupon terminates. The initial Board of Directors shall consist of:

Ford Elsaesser
123 South Third
Sandpoint, ID 83864

Marc A. Brinkmeyer
Riley Creek Road
Laclede, ID 83841

Don Plummer
205 East 11, Suite B-3
Vancouver, WA 98660

8. These Articles of Incorporation may be amended by the membership of the Association, but such amendment shall require the affirmative vote of fifty-one (51%) percent of the entire membership.

9. The initial registered address of the Association shall be Riley Creek Road, Laclede, ID 83841, and the registered agent at that address is Marc A. Brinkmeyer.

10. The names and addresses of the incorporators of this corporation are:

Ford Elsaesser
123 South Third
Sandpoint, ID 83864


FORD ELSAESSER

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Ann M. Murphy
Notary Public in and for Idaho
Residing at: Sandpoint