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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MARSHALL ASSOCIATES, 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 MARSHALL ASSOCIATES, 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: November 18, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sherry Daniels

Corporation Clerk

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SEC. OF STATE

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ARTICLES OF INCORPORATION

FOR

MARSHALL ASSOCIATES, INC.

The undersigned associate themselves for the purpose of forming a non-profit corporation under the Idaho Non-Profit Corporation Act, Idaho Code § 30-301 et seq.

ARTICLE 1

NAME

The name of the corporation shall be Marshall Associates, Inc.

ARTICLE 2

PURPOSE

The purpose for which this Corporation is organized is to provide an entity to manage and operate the Marshall Condominiums, a condominium located at 1501 Miller Avenue, Burley, Cassia County, Idaho.

The Corporation shall make no distribution of income to members, directors or officers.

ARTICLE 3

POWERS

The powers of the Corporation shall include:

1. The Corporation shall have all of the legal and statutory power of a non-profit corporation which are not in conflict with the terms of these Articles.

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2 2. The Corporation shall have all of the powers and duties
3 set forth in the Condominium Property Act, Idaho Code § 55-1501
4 et seq. except as limited by these Articles and the Declaration
5 of Marshall Condominiums, and all of the powers and duties
6 reasonably necessary to operate the condominium as set forth in
7 the Declaration and as may be amended from time to time,
8 including but not limited to:

9
10 2.1. Make and collect assessments against members to
11 defray the costs, expenses and losses of the condominium.

12 2.2. Use the proceeds of assessments in the exercise
13 of its powers and duties.

14 2.3. Maintain, repair, replace and operate the
15 condominium property.

16 2.4. Purchase insurance upon the condominium property
17 and insurance for the protection of the Corporation and its
18 members.

19 2.5. Reconstruct improvements after casualty and to
20 further improve the property.

21 2.6. Make and amend reasonable regulations and bylaws
22 respecting the use of the property of the condominium.

23 2.7. Enforce by legal means the provisions of the
24 Condominium Property Act, the Declaration of Marshall
25 Condominiums, these Articles, the Bylaws of the Corporation and
26 the other rules and regulations for the use of the condominium

1
2
3 property.

4 2.8. Contract for the management of the condominium
5 and to delegate to such contractor all powers and duties of the
6 Corporation except such as are specifically required by the
7 Declaration to require approval of the Board of Directors or the
membership of the Corporation.

8 2.9. Contract for the management or operation of
9 portions of the common areas.

10 2.10. Employ personnel to perform services required
11 for the proper operation of the condominium.

12 3. All funds and titles of all properties acquired by the
13 Corporation and the proceeds thereof shall be held in trust for
14 the members in accordance with the provisions of the Declaration,
15 these Articles and the Bylaws.

16 4. The powers of the Corporation shall be subject to and
17 shall be exercised in accordance with the provisions of the
18 Declaration of Condominium and the Bylaws of the Corporation.

19 ARTICLE 4

20 MEMBERS

21 The members of the Corporation shall consist of all of the
22 record owners of condominium units.

23 ARTICLE 5

24 CHANGE OF MEMBERSHIP

25 Change of membership in the Corporation shall be
26

1
2 established by the recording in the public records of Cassia
3 County, Idaho of a deed or other instrument establishing a record
4 title to a unit in the condominium and the delivery to the
5 Corporation of a copy of such instrument indicating recording
6 information. The owner designated by such instrument shall
7 become a member of the Corporation. The membership of the prior
8 owner shall be thereby terminated.
9

10 ARTICLE 6

11 SHARE OF MEMBERSHIP

12 The share of a member in the funds and assets of the
13 Corporation cannot be assigned, hypothecated or transferred in
14 any manner except as is appurtenant to his condominium unit.

15 ARTICLE 7

16 VOTING RIGHTS

17 The members of the Corporation shall be entitled to voting
18 rights apportioned on the basis of the size of the unit owned by
19 the member as follows:

<u>Owner</u>	<u>Number of Votes</u>
Unit 1	141
Unit 2	117
Unit 3	116
Unit 4	125
Unit 5	141
Unit 6	117

1
2
3 Unit 7 137
4 Unit 8 106
5 Total 1,000
6
7

ARTICLE 8

DIRECTORS

8 The affairs of the Corporation shall be managed by a Board
9 of Directors consisting of one member representing each unit. If
10 there is more than one owner of a unit, the owners of the unit
11 shall designate one owner of a that unit to serve as a Director.
12

ARTICLE 9

INITIAL BOARD OF DIRECTORS

13 The initial Board of Directors who shall hold office until
14 their successors are elected and qualified are: R. Jay Ward and
15 Judy Ward, both of whom reside at 1534 Burton Avenue, Burley,
16 Idaho 83318.
17

ARTICLE 10

OFFICERS

18 The affairs of the Corporation shall be administered by
19 officers elected by the Board of Directors at its first meeting
20 following the annual meeting of the members of the Corporation.
21 The officers shall serve at the pleasure of the Board of
22 Directors.
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ARTICLE 11

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INDEMNIFICATION

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Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Corporation, or any settlement thereof, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases where the Director or Officer is determined to have committed willful misfeasance or malfeasance in the performance of his or her duties. In the event of a settlement the indemnification described in this Article shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

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ARTICLE 12

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DURATION

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The term of the Corporation shall be perpetual.

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ARTICLE 13

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation will be located at 1501 Miller Avenue, Burley, Cassia County, Idaho and the initial registered agent located at such address is R. Jay Ward.

ARTICLE 14

INCORPORATORS

The names and addresses of the Incorporators are:

R. Jay Ward
1534 Burton Avenue
Burley, Idaho 83318

Judy Ward
1534 Burton Avenue
Burley, Idaho 83318

DATED this 13 day of November, 1991.

R. Jay Ward

R. Jay Ward

Judy Ward

Judy Ward