

9/16/90

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 Dodner
Corporation Clerk

RECEIVED
SEC. OF STATE

91 NOV 18 AM 8 49

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.

1
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 2.1. Make and collect assessments against members to
10 defray the costs, expenses and losses of the condominium.

11 2.2. Use the proceeds of assessments in the exercise
12 of its powers and duties.

13 2.3. Maintain, repair, replace and operate the
14 condominium property.

15 2.4. Purchase insurance upon the condominium property
16 and insurance for the protection of the Corporation and its
17 members.

18 2.5. Reconstruct improvements after casualty and to
19 further improve the property.

20 2.6. Make and amend reasonable regulations and bylaws
21 respecting the use of the property of the condominium.

22 2.7. Enforce by legal means the provisions of the
23 Condominium Property Act, the Declaration of Marshall
24 Condominiums, these Articles, the Bylaws of the Corporation and
25 the other rules and regulations for the use of the condominium
26

property.

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

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

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

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

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

ARTICLE 4

MEMBERS

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

ARTICLE 5

CHANGE OF MEMBERSHIP

Change of membership in the Corporation shall be

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

ARTICLE 6

SHARE OF MEMBERSHIP

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

ARTICLE 7

VOTING RIGHTS

The members of the Corporation shall be entitled to voting rights apportioned on the basis of the size of the unit owned by 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

Unit 7	137
Unit 8	<u>106</u>
Total	1,000

ARTICLE 8

DIRECTORS

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

ARTICLE 9

INITIAL BOARD OF DIRECTORS

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

ARTICLE 10

OFFICERS

The affairs of the Corporation shall be administered by officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation. The officers shall serve at the pleasure of the Board of Directors.

1
2 ARTICLE 11

3 INDEMNIFICATION

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

21 ARTICLE 12

22 DURATION

23 The term of the Corporation shall be perpetual.
24
25
26

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

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