

FILED

ARTICLES OF INCORPORATION
OF
WILDERNESS LAKE RANCH
PROPERTY OWNERS' ASSOCIATION, INC.
A NONPROFIT CORPORATION

IDAHO SECRETARY OF STATE

OCT 13 1998 09:00
10/13/1998 09:00
10/14 CT: 105176 MI: 152690
30.00 = 30.00 INC MOND # 2
20.00 = 20.00 EXPENSE C # 3

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The undersigned, acting as the incorporators of a corporation under, and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (Act) adopt the following Articles of Incorporation for the Corporation

ARTICLE ONE
NAME

The name of the Corporation shall be WILDERNESS LAKE RANCH PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE TWO
NON-PROFIT STATUS

This Corporation shall be a nonprofit corporation.

ARTICLE THREE
DURATION

The period of this Corporation shall be perpetual.

ARTICLE FOUR
PURPOSES

The purposes for which this Corporation is organized are as follows:

(A) To perform the functions and provide service as set forth in the Declaration of Protective Covenants, Conditions, Restrictions and Easements for Wilderness Lake Ranch, located in Valley County, Idaho, hereinafter referred to as the "Declaration."

(B) To be operated exclusively for the above-stated purposes and for other non-profit purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

(C) To exercise all powers granted by law necessary and proper to carry out the above-stated purposes and to further common interests of the membership, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of

value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE FIVE NON-STOCK CORPORATION

This Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its members.

ARTICLE SIX MEMBERS

The Corporation shall have two (2) classes of Members, as follows:

- (i) Class A Members, who shall be voting Members and who shall consist of the Declarant under the Declaration of Covenants, Conditions, Restrictions and Easements for Wilderness Lake Ranch;
- (ii) Class B Members, who shall be non-voting Members and who shall include all Owners of Lots in Wilderness Lake Ranch other than Declarant; and,
- (iii) Upon occurrence of the transfer of control date, as defined in the Bylaws of the Wilderness Lake Ranch Property Owners' Association, Inc., and in the Declaration, the two (2) Classes of Membership shall merge into one Class, all of whom shall be voting Members.

ARTICLE SEVEN ASSESSMENTS

Assessments shall be levied against the members in accordance with the Declaration of Covenants, Conditions, Restrictions and Easements for Wilderness Lake Ranch. The amount and method of collection of said assessments shall be as provided in said Declaration. Assessments may be made enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. Assessments may be secured by a lien upon real property to which membership rights are appurtenant, and action may be brought to foreclose any such lien.

ARTICLE EIGHT LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article four hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE NINE DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE TEN REGISTERED AGENT AND OFFICE

The street and mailing address of the initial registered office of the Corporation shall be Capitol Square Building, 516 S. Capitol Blvd, Suite 220, Boise, Idaho 83702. The name of the Corporation's initial registered agent at such address is DEAN A. SATRAPE.

ARTICLE ELEVEN DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) individuals who are members of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Dean A. Satrape	Capitol Square Building, 516 S. Capitol Blvd, Suite 220 Boise, Idaho 83702
Michael Patton	665 Simmons Road Williamston, MA 01267
Paula McCarthy	665 Simmons Road Williamston, MA 01267

ARTICLE TWELVE INCORPORATOR

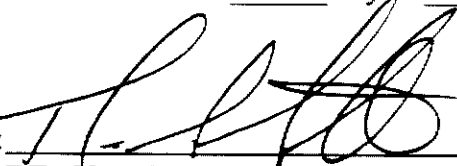
The name and street address of the incorporator of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dean A. Satrape	Capitol Square Building, 516 S. Capitol Blvd, Suite 220 Boise, Idaho 83702

ARTICLE THIRTEEN BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

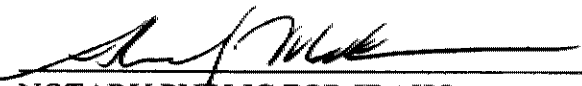
DATED this 11th day of SEPTEMBER, 1998.

By: 
DEAN A. SATRAPE,
Incorporator

STATE OF IDAHO)
(ss
County of Valley)

On this 11th day of Sept, 1998, before me, STEVEN J. MILLERMAN, a
Notary Public in and for said State, personally appeared **DEAN A. SATRAPE**, known or
identified to be to be the person whose name is subscribed to the within instrument, and
acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the
day and year in this certificate first above written.


NOTARY PUBLIC FOR IDAHO
Residing at: McCall, Id.
My Commission Expires: May 30, 2002

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