

**FILED EFFECTIVE****ARTICLES OF INCORPORATION**

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**OF**SECRETARY OF STATE  
STATE OF IDAHO**POST FALLS LANDING MASTER ASSOCIATION, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I - NAME**

The name of the Corporation is: Post Falls Landing Master Association, Inc.

**ARTICLE II - NONPROFIT STATUS**

The Corporation is a nonprofit membership corporation.

**ARTICLE III - PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Post Falls, County of Kootenai, and in the State of Idaho. The address of the initial registered office is 608 Northwest Boulevard, Suite 401, Coeur d'Alene, ID 83814, and the name of the initial registered agent at this address is Witherspoon, Kelley, Davenport & Toole, P.S.

**ARTICLE V - PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

A. The exercise of all the powers and privileges and the performance of all the duties and obligations of the Corporation as set forth in the Master Declaration of Covenants, Conditions and Restrictions for Post Falls Landing, recorded on the 27th day of September, 2006, in the official records of Kootenai County, Idaho as Instrument No. 2057802000 (the "Master Declaration"), as amended from time to time.

B. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, subject only to limitations in the Bylaws and the Master Declaration and the amendments and supplements thereto.

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise

**ARTICLES OF INCORPORATION—PAGE 1****POST FALLS LANDING MASTER ASSOCIATION, INC.**

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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 VI - 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 provisions 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 528 of the Internal Revenue Code of 1986, as amended from time to time.

## **ARTICLE VII - MEMBERS**

Each person or entity holding fee simple interest of record to a Lot or Unit (as defined in the Master Declaration) which is a part of Post Falls Landing ("the Project"), and sellers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Unit located in the Project. Except for the Class B Member, there shall be one (1) membership in the Corporation for each Lot or Unit located in the Project. Members of the Corporation must be owners of Lots or Units within the Project.

## **ARTICLE VIII - VOTING RIGHTS**

The Corporation shall have two (2) classes of voting membership:

**Class A Members.** The Class A Members shall be the owners of Units within the Condominiums, except for Declarant (as defined in the Master Declaration). The Class A Members shall be entitled to one total (1) vote for each Lot or Unit owned by such Class A Members on the day of the vote, notwithstanding that any Lot or Unit may be owned by more than one (1) person or entity.

**Class B Member.** Each Declarant as defined in the Master Declaration shall be the Class B Member, and shall be entitled to three (3) times the voting power otherwise allocated to the Lot or Unit according to the Master Declaration. The Class B Member shall be a voting Member in the Corporation so long as: (a) Declarants, (i.e., Pier 20 On The Boardwalk, L.L.C. and Pier 21 On The Boardwalk, LLC, and The Point at Post Falls, LLC), or any Related Entity(ies) are completing improvements within the Project known as Post Falls Landing, in the City of Post Falls, Idaho, ("the Project"); (b) Declarants, or any Related Entity own any Units, Lots or other land in the Project; (c) any Development Rights remain in effect; or, (d) until the date on which

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**POST FALLS LANDING MASTER ASSOCIATION, INC.**

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the Declarants record an amendment to the Master Declaration pursuant to which such Declarant voluntarily surrenders the right to exercise Declarant Control.

### ARTICLE IX - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected 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>
Harry A. Green	525 East Mission Avenue Spokane, WA 99202
Jann H. Green	525 East Mission Avenue Spokane, WA 99202
Michael P. Etter	West 2222 Summit Spokane, WA 99202

### ARTICLE X - ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the Master Declaration and as otherwise set forth in the Bylaws of the Corporation.

### ARTICLE XI - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 that time qualify as exempt organizations under Section 501(c)(12) 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

### ARTICLE XII - INCORPORATOR

The name and street address of the incorporator is Harry A. Green, 525 East Mission Avenue, Spokane, WA 99202.

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POST FALLS LANDING MASTER ASSOCIATION, INC.

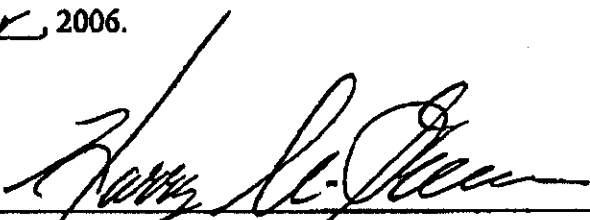
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### ARTICLE XIII - BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors. Neither these Articles nor the Bylaws of the corporation shall be amended or otherwise changed or interpreted to be inconsistent with the Master Declaration of Covenants, Conditions and Restrictions for Post Falls Landing.

The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation:

DATED this 15<sup>th</sup> day of November, 2006.

  
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Harry A. Green, Incorporator