

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

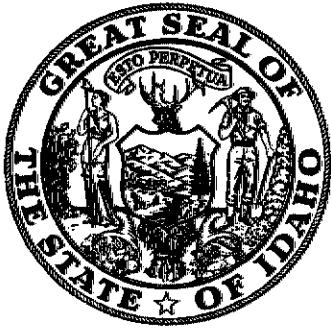
THE COEUR D'ALENE LEGENDS CONDOMINIUMS
OWNERS ASSOCIATION, INC.

File Number C 107167

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 THE COEUR D'ALENE LEGENDS CONDOMINIUMS 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: July 29, 1994



Pete T. Cenarrusa
Pete T. Cenarrusa
SECRETARY OF STATE
By *[Handwritten Signature]*

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ARTICLES OF INCORPORATION

OF

THE COEUR D'ALENE LEGENDS CONDOMINIUMS OWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS that DEANNA GOODLANDER and RACHEL McDEVITT being over the age of eighteen years, and for the purposes of forming a corporation under the Idaho Nonprofit Corporation Act, hereby certify and adopt, in duplicate, the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation (hereinafter called "the Corporation") is THE COEUR D'ALENE LEGENDS CONDOMINIUMS OWNERS ASSOCIATION, INC.

ARTICLE II DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III PURPOSES AND POWERS

The Corporation is not organized for profit and no part of gains or earnings shall inure to its members. The specific primary purposes for which it is formed are to provide for the management, operations, administration, maintenance, repair, improvement, and preservation of THE COEUR D'ALENE LEGENDS CONDOMINIUMS situated in Coeur d'Alene, Idaho, according to that certain Declaration of THE COEUR D'ALENE LEGENDS CONDOMINIUMS (the "Declaration") recorded or to be recorded with respect to said condominium in the office of the County Recorder of Kootenai

IDAHO SECRETARY OF STATE
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LEGEND CONDOMINIUM OWNERS ASSOCIATION, INC.

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In furtherance of said purposes, and subject to the approval of members as may be required by law, the Declaration, or the By-Laws, the Corporation shall have power to:

- (a) Perform all of the duties and obligations of the corporation as set forth in the Declaration;
- (b) Fix, levy, collect, and enforce assessments and fines as set forth in the Declaration or By-Laws, in a fair and equitable fashion and secure the payment of assessments through liens upon real property as allowed under Idaho law;
- (c) Pay all expenses and obligations incurred by the corporation in the conduct of its business, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the corporation's property;
- (d) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, exchange, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;
- (e) Make contracts and incur liabilities, borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (f) Dedicate, sell, transfer, or grant easements over all or part of any of the corporation's property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;
- (g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property to the Property managed by the corporation;
- (h) Litigate, mediate, arbitrate any and/or all corporate rights and obligations specified in law and/or by the Articles and By-Laws of the corporation and/or Declaration of THE LEGENDS CONDOMINIUMS.
- (i) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Idaho Nonprofit Corporation Act law, which exists now or hereafter.

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ARTICLE IV MEMBERS AND MEMBERSHIP

1. **Non-Stock Corporation.** Participation in management and ownership of the corporation shall be by membership only. The corporation shall issue no stock and shall have no shareholders.

2. **Membership.** The Owner of a Unit in THE LEGENDS CONDOMINIUMS shall automatically, upon becoming an Owner of any unit in the condominium be a member of the corporation, and shall remain a member thereof until such time as his/her ownership ceases for any reason, at which time his/her membership in the corporation shall automatically cease or in the event membership is suspended or terminated. Membership shall be in accordance with these Articles of Incorporation and the By-Laws of the corporation.

3. **Transferred Membership.** Membership in the corporation shall not be transferred, pledged, or alienated in any way, except upon the transfer of ownership of the unit in THE LEGENDS CONDOMINIUMS or its additions to which it is appurtenant, and then only to the new owner. Any attempt to make a prohibited transfer is void. In the event the owner of any unit should fail or refuse to transfer the membership registered in his/her name to the purchaser of his/her lot, the corporation shall have the right and authority to transfer to purchaser and to record the transfer upon the books; thereupon the old membership outstanding in the name of the seller shall be null and void.

4. **Classes of Membership.** The corporation shall have multiple classes of voting membership established according to the following provisions:

(a) **Class "A" Membership.** Class "A" membership shall be that held by each Owner of a Unit in THE LEGENDS CONDOMINIUMS other than the Declarant, or Declarant's successors in interest with respect to the this project as a whole. Each Class "A" member shall be entitled to one (1) vote for each unit owned. If a unit is owned by more than one person, each such person shall be a member of the corporation, but there shall be no more than one (1) vote for each unit, multiple owners have joint rights and obligations.

(b) **Class "B" Membership.** Class "B" membership shall be that held by the Declarant, or its successor in interest. Each Class "B" member shall be entitled to three (3) votes for each unit owned; provided that Class "B" membership shall be converted to Class "A" membership and shall forever cease to exist on the occurrence of whichever of the following is first in time:

- (1) When the total outstanding voting power held by Class "A" members equals the total outstanding voting power (tripled as above) held by the Class "B" member; or
- (2) On the tenth (10th) anniversary of the recordation of the Declaration ("Declaration").

(c) **Additional Classes of Membership.** If the Corporation desires to add additional classes of membership, it may do so through the corporate By-Laws. Nothing in these Articles shall prohibit the institution of additional classes.

5. **Voting Requirements.** Except where otherwise expressly provided in the Declaration, these Articles of Incorporation or the By-Laws, any action by the corporation which must have the approval of the corporation membership before being undertaken, shall require the vote or written assent of the prescribed percentage of the total power (all classes combined) of the corporation.

6. **Limitation of Payment to Dissenting Member.** Membership in the corporation is appurtenant to and cannot be segregated from ownership of a unit within the jurisdiction of the corporation. Consistent with Bylaws and Articles of the Corporation, a dissenting member shall not be entitled to any return of any contribution or other interest in the Corporation.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be 1675 W. Appleway, Coeur d'Alene, ID 83814, and the name of its initial registered agent is: Deanna Goodlander.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Corporation shall initially be managed by a Board of three (3) Directors, but may be converted a larger number in accordance with the By-Laws. From the date of conversion, the election of directors may be divided into three (3) classes, of nearly equal number, with each class of Directors elected for three (3) years. Until the expanded board exists, there is no requirement that the Directors be members. After expansion of the board, all must be members of the corporation. The number of directors may be increased by amendment of the By-Laws of the corporation.

The names and addresses of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Deanna L. Goodlander	1675 W. Appleway Coeur d'Alene, ID 83814
Phillip B. Goodlander	1675 West Appleway Coeur d' Alene, ID 83814
Terry O. Lee	1675 West Appleway Coeur d'Alene, ID 83814

ARTICLE VII

INCORPORATORS

The names and addresses of the incorporators of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
1. Rachel McDevitt	1250 Ironwood Drive, #336 Coeur d'Alene, ID 83814
2. Deanna L. Goodlander	1675 W. Appleway Coeur d'Alene, ID 83814

ARTICLE VIII

DISSOLUTION

In the event of dissolution, liquidation, or winding up of the corporation, none of the property nor any proceeds of the corporation shall be distributed to or divided among any of the directors of the corporation or inure to the benefit of any individual. After all liabilities and obligations of the corporation have been paid and discharged, all remaining property and assets of the corporation shall be distributed to one or more organizations designated as follows:

1. pursuant to a plan of distribution adopted as provided for under the Idaho Non-profit Corporation Act as it now exists or as amended in the future; or

2. if there is no appropriate plan of distribution, as a court of competent jurisdiction may direct; provided however, that such property shall be distributed only to organizations which shall comply with all of the following conditions:

- (a) each organization shall be organized under written articles of organization which comply with the requirements of the Internal Revenue Code necessary to qualify the organization as an exempt organization;
- (b) each organization shall be exempt from federal taxes by reason of Section 501, or other applicable sections of the Internal Revenue Code as it now exists or is amended in the future.
- (c) contributions to each such organizations shall be deductible by reason of Section 170 of the Internal Revenue Code as it now exists or as amended in the future;
- (d) each organization shall be operated exclusively for a recognized exempt purpose, and the manner of operation of each organization shall in compliance with the requirements to qualify the organization as an exempt organization.

ARTICLE IX AMENDMENT OF ARTICLES

So long as Class "A" membership and Class "B" membership are still in effect, these Articles shall be amended only by the vote or written assent of at least two-thirds (2/3) of a quorum of the voting power of each class membership. Following the conversion of Class "B" membership to Class "A" membership, these Articles shall be amended only by the vote or written assent of members representing at least two-thirds (2/3) of a quorum of the total voting power of the corporation; provided, however, that the percentage of the voting power necessary to amend a specific clause or provision herein shall not be less than the percentage of affirmative votes prescribed for action to be taken under said clause or provision.

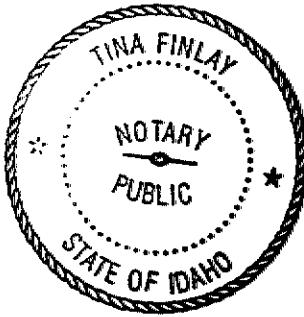
For the purposes of forming the Corporation, we, the undersigned, constituting the incorporators of the Corporation, have executed these Articles of Incorporation on the 22 day of July, 1994.

Deanne L. St. John James M. Clark

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 22 day of July, 1994, before me, the undersigned, a Notary in and for the State of Idaho, personally appeared Rachel McDevitt and Deanna L. Goodlander, known or identified to me to be the incorporators of the company that executed the instrument or the persons who executed the instrument on behalf of said company, and acknowledged to me that such company 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 for the State of Idaho
Residing at Cloud Nine
Commission Expires: 5-15-95

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