

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ROCKFORD BAY HEIGHTS HOMEOWNERS' ROAD ASSOCIATION, 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 ROCKFORD BAY HEIGHTS HOMEOWNERS' ROAD 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 December 1, 19 86.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

ROCKFORD BAY HEIGHTS HOMEOWNERS' ROAD ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, that MICHAEL J. NEWELL, RICHARD BRUCE and MARILYN BRUCE, all being over the age of eighteen (18) years of age, and for the purposes of forming a corporation under the Idaho Non-Profit Corporation Act, hereby certify and adopt, in duplicate, the following Articles of Incorporation.

ARTICLE I.

The name of the Corporation (hereinafter called "Association") is ROCKFORD BAY HEIGHTS HOMEOWNERS' ROAD ASSOCIATION, INC.

ARTICLE II.

This Association is organized pursuant to the Idaho Non-Profit Corporation Act, and is a non-profit corporation, pursuant to Idaho Code §30-306 et seq.

ARTICLE III.

The period of existence of this Corporation shall be perpetual.

ARTICLE IV.

The location and street address of the registered office of the corporation in the State of Idaho is 1010 Ironwood Drive, Coeur d'Alene, Idaho 83814. The name of the registered agent at that address is Michael J. Newell.

ARTICLE V.

The names and addresses of the directors constituting the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Michael J. Newell	1010 Ironwood Drive Coeur d'Alene, ID 83814
Richard Bruce	4340 Valhalla Drive Coeur d'Alene, ID 83813
Marilyn Bruce	4340 Valhalla Drive Coeur d'Alene, ID 83813

ARTICLE VI.

The number of directors constituting the initial Board of Directors shall be three (3).

ARTICLE VII.

Every person or entity who is a record owner of a lot within Rockford Bay Heights Subdivision is subject to the covenants recorded who shall be a member of the corporation, including the Developer, so long as said Developer owns a lot or lots. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership from any lot which is subject to assessment by the corporation.

ARTICLE VIII.

Neither the directors nor the officers or members of the corporation shall be personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE IX.

Each owner of a lot in the property known as ROCKFORD BAY HEIGHTS shall be entitled to one (1) vote for each lot owned and shall be a member of the corporation. When more than one (1) person holds an interest in any lot, all such persons shall be members of the corporation. The vote for lots with more than one (1) owner shall be exercised as the owners among themselves determined, but in no event shall more than one (1) vote be cast with respect to that lot.

ARTICLE X.

This corporation is intended to qualify as a Homeowners' Association under the applicable provisions of the Internal Revenue Code and the Idaho Code. This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized solely for non-profit purposes. In no event shall the net earnings, income or assets of the corporation be distributed to or inure to the benefit of any member, director or officer of this corporation or other private individual, either directly or indirectly, except on winding up and dissolution. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets may be distributed to a non-profit fund, foundation, or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Notwithstanding the foregoing, without the approval of ONE HUNDRED PERCENT (100%) of

the members, so long as there is any road system for which this corporation is obligated to provide maintenance and upkeep:

- (a) The corporation or any person or entity acting on its behalf shall not:
 - 1. Transfer all or substantially all of its assets; and
 - 2. File a Certificate of Dissolution; and
- (b) No court shall enter an Order declaring the corporation duly wound up and dissolved.

ARTICLE XI.

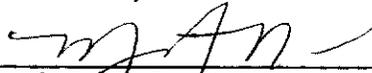
Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

This Association does not contemplate the distribution of gains, profits or dividends to its members, and the specific primary purposes for which it is formed are to provide for the acquisition, construction, management, operation, administration, maintenance, repair, improvement, preservation and architectural control of the Association property within the certain tract of property situated in Kootenai County, Idaho, and to be known as ROCKFORD BAY HEIGHTS and to promote the health, safety and welfare of all the residents within said development, and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose, all according to a Declaration of Covenants, Conditions and Restrictions (the "Declaration") recorded with respect to said property in the Office of the Recorder of Kootenai County.

XII.

These Articles may be amended only upon SIXTY PERCENT (60%) vote of all lot owners.

For the purpose of forming this Association under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 20th day of November, 1986.


MICHAEL J. NEWELL, Incorporator


RICHARD BRUCE, Incorporator


MARILYN BRUCE, Incorporator

STATE OF IDAHO)
)
) ss.
County of Kootenai)

On this 20 day of November, 1986, before me,
Dawn Garber, a Notary Public for the State of Idaho, personally appeared MICHAEL J. NEWELL, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

Dawn Garber
Notary Public for Idaho
Residing in: Post Falls

STATE OF IDAHO)
)
) ss.
County of Kootenai)

On this 20th day of November, 1986, before me,
Paul D. McMacken, a Notary Public for the State of Idaho, personally appeared RICHARD BRUCE and MARILYN BRUCE, husband and wife, known or identified to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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

Paul D. McMacken
Notary Public for Idaho
Residing in: Post Falls