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State of Idaho

Department of State

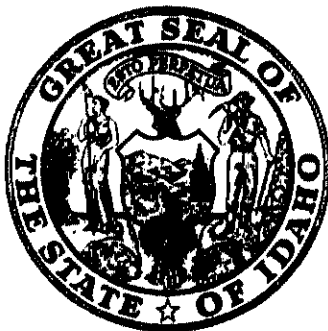
CERTIFICATE OF INCORPORATION OF

NORTH HENRY'S LAKE PROPERTY OWNER'S 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 NORTH HENRY'S LAKE PROPERTY OWNER'S 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: September 25, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sonya Coulson

Corporation Clerk

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ARTICLES OF INCORPORATION
OF

NORTH HENRY'S LAKE PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE I

The name of the corporation (hereinafter called the Association) is:

NORTH HENRY'S LAKE PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE II

The principal office for the transaction of the business of the Association is located in Fremont County, State of Idaho at Box 174, Island Park, Idaho 83429. The registered agent is Benjamin Pearson, Box 174, Island Park, Idaho 83429.

ARTICLE III

This Corporation is organized pursuant to the General Non-Profit Corporation Laws of the State of Idaho. This corporation does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes. No part of the net earnings, if any, of this Association shall inure (other than by acquiring, constructing, or providing management, maintenance, and care of association property, and other than by a rebate of excess membership dues, fees, or assessments) to the benefit of any of its members or to any individual.

ARTICLE IV

The purposes for which this corporation is formed are:

1. The specific and primary purposes are:

a. To provide for the acquisition, construction, management, maintenance, and care of association property, and

b. To provide for maintenance, preservation, and architectural control of all land, including all residential lots and all roadways, within Division 6 of Henry's Lake Lodge Subdivision of Fremont County, Idaho which includes parts of Sections 33 and 34, Township 16 North, Range 43 East, Boise Meridian, as per the plat recorded in the office of the recorder of Fremont County, Idaho, and

c. To take title to and control of all roads and water supply systems located in the subdivision; to maintain, develop,

and operate the water supply system as necessary to furnish an adequate supply of water to each residential lot.

2. The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of Idaho, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

3. In furtherance of the specific and primary purposes, and the general purposes and powers, the Association shall:

a. Establish an Architectural Control Board in conformance with the provisions of the Declaration of Covenants, Conditions and Restrictions of Henry's Lake Lodge Subdivision, Division No. 6, as amended January 12, 1984 (hereinafter referred to as "Declaration of Covenants");

b. Fix and levy annual membership dues, fees, or assessments, and collect and enforce payment of same by any lawful means;

c. Dedicate, sell or transfer all or any part of the roadways and water system to any public agency, authority, or utility for such purposes and subject to such conditions as may be determined and agreed to by the Association members. Such a dedication, sale, or transfer shall not be effective unless an instrument approving such dedication, sale, or transfer has been signed by at least two-thirds (2/3) of the membership;

d. Participate in mergers and consolidations with other non-profit corporations organized for the same purpose or to annex additional residential, common area, recreational or property of any other nature;

ARTICLE V

The authorized number and qualifications of members of the Association, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection there and the number of directors shall be as set forth in the By-Laws of the Association.

ARTICLE VI

The names and addresses of the persons who are the incorporators and who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Benjamin F. Pearson	HC 66, Box 174 Island Park, ID 83429
Michael D. Todd	HC 66, Box 27 Island Park, ID 83429
Kathleen M. Pearson	HC 66, Box 174 Island Park, ID 83429

ARTICLE VII

If additional property is annexed by the Association pursuant to the provisions of ARTICLE IV (3) (d) above and the Declaration of Covenants, the new members related to such property shall be entitled to all of the benefits of and be subject to all of the requirements and duties of other Association members as set forth in the Articles of Incorporation and By-Laws of the said Association and the Declaration of Covenants.

ARTICLE VIII

Upon dissolution of the Association, the assets shall be distributed in accordance with any court order of dissolution. If this Association is dissolved by lapse of or failure to renew the corporate license, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization organized and operated for similar purposes.

ARTICLE IX

The Corporation shall exist perpetually.

ARTICLE X

These Articles of Incorporation may be amended:

1. Prior to admission of any members other than the incorporators, by at least two-thirds of the incorporators.
2. After members other than the incorporators have been admitted, by resolution of the directors and the vote or written consent of at least seventy-five percent (75%) of the members of the Association.

IN WITNESS WHEREOF, the undersigned, being the persons hereinabove names as the first directors, have executed these Articles of Incorporation.

Benjamin F. Pearson
BENJAMIN F. PEARSON,
INCORPORATOR

Michael D. Todd
MICHAEL D. TODD,
INCORPORATOR

Kathleen M. Pearson
KATHLEEN M. PEARSON,
INCORPORATOR

STATE OF IDAHO)
) ss.
County of Fremont)

On this 20th day of September, 1991, before me, a Notary Public in and for said state, personally appeared Benjamin F. Pearson and Kathleen M. Pearson, known to me, or proved on the basis of satisfactory evidence, to be the persons who names are subscribed to the within Articles of Incorporation, and acknowledged to me that they executed the same.

Denyse A. Zink
Notary Public for Idaho
Residing at: Island Park
Commission Expires: 3/14/92

(NOTARIAL SEAL)

STATE OF IDAHO)
) ss.
County of Fremont)

On this 20th day of September, 1991, before me, a Notary Public in and for said state, personally appeared Michael D. Todd, known to me, or proved on the basis of satisfactory evidence, to be the person who name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same.

Denyse A. Zink
Notary Public for Idaho
Residing at: Island Park
Commission Expires: 3/14/92

(NOTARIAL SEAL)