

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SAGEWILLOW HOMEOWNERS ASSOCIATION, INC.
File number C 106822

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 SAGEWILLOW HOMEOWNERS 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: June 30, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

SAGEWILLOW HOMEOWNERS ASSOCIATION, INC.

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The undersigned natural person, acting as an incorporator under the provisions of the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation.

I. NAME OF CORPORATION.

The name of this Corporation is SAGEWILLOW HOMEOWNERS ASSOCIATION, INC.

II. DURATION OF EXISTENCE.

The period of existence and the duration of the life of this Corporation shall be perpetual.

III. NONPROFIT CORPORATION.

This Corporation is a nonprofit membership corporation organized pursuant to the Idaho Nonprofit Corporation Act.

IV. PURPOSES AND POWERS.

A. Purposes. The nature of the business and the purposes of this Corporation shall be to own certain real and personal property and to manage and administer such property for the benefit of all the members of the Corporation according to the Bylaws and the Declaration of Covenants, Conditions and Restrictions to be executed, which in more particularity set forth the rights, duties, obligations and responsibilities of the Corporation.

B. Powers. In furtherance of its purposes, the Corporation shall have the following powers:

1. All of the powers conferred upon nonprofit corporations by common law, the Idaho Nonprofit Corporation Act and by any other statutes in the State of Idaho in

effect from time to time;

2. All of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws and the Declaration of Covenants, Conditions and Restrictions, included, but not limited to the following:

a. to determine, levy and collect regular and special assessments and any other charges to be levied against the members of the Corporation;

b. to manage, control, operate, maintain, repair and improve the property of the Corporation and any property or facilities subsequently acquired by the Corporation;

c. to enforce rules adopted by the Corporation;

d. to enforce the Declaration of Covenants, Conditions and Restrictions; and

e. to engage in activities which will foster, promote and advance the interests of the members.

3. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law. The Corporation shall have the power to do all acts that are necessary and convenient to effect the object and purposes herein set forth.

V. MEMBERSHIP.

The Corporation shall be a membership corporation organized on a nonstock basis. Qualifications for membership, the manner of admission of members, the categories of membership and the voting rights of members shall be as set forth in the Bylaws and Declaration of Covenants, Conditions and Restrictions.

VI. REGISTERED AGENT AND OFFICE.

The location and Post Office address of the registered office of this Corporation shall be at 251 Main Street South, Ketchum, Idaho 83340, and Post Office Box 3240, Ketchum, Idaho 83340. The registered agent at that address shall be THOMAS C. PRAGGASTIS.

VII. INITIAL BOARD OF DIRECTORS.

The business and affairs of the Corporation shall be managed and controlled by a Board of Directors. The original Board of Directors shall be three (3); however, the Bylaws of the Corporation may provide for an increase or decrease in their number in accordance with the Idaho Nonprofit Corporations Act. The names and addresses of the initial Board of Directors are as follows:

EDMUND W. DUMKE

2416 Plaza del Grande
Las Vegas, Nevada 89102

CAROL B. DUMKE

2416 Plaza del Grande
Las Vegas, Nevada 89102

THOMAS C. PRAGGASTIS

Post Office Box 3240
Ketchum, Idaho 83340

VIII. INCORPORATOR.

The name and address of the Incorporator of this Corporation are THOMAS C. PRAGGASTIS, 251 Main Street South, Ketchum, Idaho 83340.

IX. PROVISIONS FOR REGULATION OF CORPORATION INTERNAL AFFAIRS.

A. Meetings of Directors. Meetings of the Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

B. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Nonprofit Corporation Act and these Articles.

C. Declaration of Covenants, Conditions and Restrictions. The Corporation is primarily established to own, manage and administer real and personal property of the Corporation. To that end, a Declaration of Covenants, Conditions and Restrictions shall be adopted and recorded against the real property of the Corporation. The Declaration of Covenants, Conditions and Restrictions shall set forth in more particularity the rights, duties,

obligations and responsibilities of the Corporation. The power to amend or repeal the Declaration of Covenants, Conditions and Restrictions shall be as set forth in said Declaration.

D. **Indemnification of Directors and Officers.** The Bylaws of the Corporation shall provide for the circumstances in which Directors and Officers of the Corporation may be entitled to indemnification.

X. DISTRIBUTION ON DISSOLUTION.

The Corporation, upon dissolution, shall distribute its property in accordance with the Idaho Nonprofit Corporation Act.

XI. AMENDMENT OF ARTICLES OF INCORPORATION.

These Articles of Incorporation may be altered or amended at any regular or special meeting of the Corporation called for that purpose by the affirmative vote of more than two-thirds (2/3) of the members of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this corporation, executes these ARTICLES OF INCORPORATION, in duplicate, and certifies to the truth of the facts herein stated, this 29 day of June, 1994.


THOMAS C. PRAGGASTIS
Incorporator

State of Idaho)

ss.

County of Blaine)

On this 29 day of April, 1994, before me, a Notary Public in and for said State, personally appeared **THOMAS C. PRAGGASTIS**, known to me 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.

Debra VanSeydel
NOTARY PUBLIC in and for
the State of Idaho
residing at Bozeman
Commission expires 8/8/96