

FILED/EFFECTIVE

**ARTICLES OF INCORPORATION
of
INDIAN HILLS CONDOMINIUM
HOMEOWNERS ASSOCIATION, INC.**

AUG 15 PM 1:08
STATE OF IDAHO

The undersigned person(s), acting as incorporator(s) of a nonprofit corporation organized under the laws of Idaho, and pursuant to Idaho Code §55-1501 *et seq.*, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this nonprofit corporation is INDIAN HILLS CONDOMINIUM HOMEOWNERS ASSOCIATION, INC..

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the nonprofit corporation's initial principal office is:

Palouse Empire Realty, Inc.
1045 N. Grand Avenue
Pullman, WA 99163

**ARTICLE III
SHARES - MEMBERSHIP**

The total number of shares which the nonprofit corporation shall have authority to issue is 0 shares of no par value stock. THERE SHALL BE MEMBERS.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the nonprofit corporation's initial registered office and the name of its initial registered agent at such address is:

Amy L. Clark
605 Indian Hills, #23
Latah County
Moscow, ID 83843

Indian Hills Homeowner's Association, Inc.
Articles of Incorporation

Page 1 of 3

IDAHO SECRETARY OF STATE
08/15/2001 05:00
CK: 2594 CT: 150001 BN: 413728
1 0 30.00 = 30.00 INC NONP 1 2
1 0 20.00 = 20.00 EXPEDITE C 1 3

C140300

ARTICLE V PURPOSE

The purpose of the nonprofit corporation is to engage in any lawful activity permitted by the laws of this state, including but not limited to the management of the Indian Hills Condominiums, Latah County, Idaho, in accordance with Idaho Code, Title 55, Chapter 15, or as amended from time to time.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Amy L. Clark
605 Indian Hills, #23
Moscow, ID 83843

Sally Rose
605 Indian Hills, #1
Moscow, ID 83843

Lars Polkinghorne
605 Indian Hills, #18
Moscow, ID 83843

Phil Medlin
605 Indian Hills, #12
Moscow, ID 83843

Sharon Anderson
605 Indian Hills, #15
Moscow, ID 83843

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into one classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful

dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

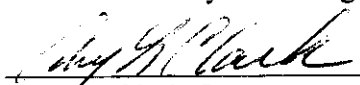
Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

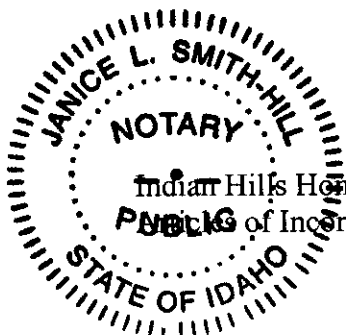
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

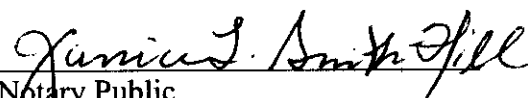


Amy L. Clark, Incorporator
605 Indian Hills, #23
Moscow, ID 83843

State of Idaho, County of Latah, ss:

Subscribed and sworn to (or affirmed) before me this 3rd day of August, 2001.





Notary Public

Indian Hills Homeowner's Association, Inc.
Articles of Incorporation

ARTICLE XI VOTING RIGHTS

Voting rights of members are as stated in the Condominium Declaration and Bylaws for Indian Hills Condominiums, as originally adopted and recorded in the records and files of the Office of the Latah County Recorder on December 4, 1979 at 9:46 o'clock A.M., as instrument number 304096 and as amended from time to time thereafter and duly recorded with the Office of the Latah County Recorder as instruments numbers 315389, 351527, and any other like recorded instruments, and are incorporated herein by reference.

ARTICLE X DISSOLUTION OF CORPORATION

Dissolution shall be conducted according to the Condominium Declaration and Bylaws for Indian Hills Condominiums, as originally adopted and recorded in the records and files of the Office of the Latah County Recorder on December 4, 1979 at 9:46 o'clock A.M., as instrument number 304096 and as amended from time to time thereafter and duly recorded with the Office of the Latah County Recorder as instruments numbers 315389, 351527, and any other like recorded instruments, and are incorporated herein by reference, as long as said dissolution is not inconsistent with the provisions for dissolution as set forth in Idaho Code §§30-3-110, 111, 112 of the Idaho NonProfit Corporation Act.

01 AUG 15 PM 12:24
CLERK OF STATE
STATE OF IDAHO