

FILED EFFECTIVE

ARTICLES OF INCORPORATION 2006 APR -5 AM 8: 13
OF
VISTA BAY MARINA COOPERATIVE, INC. SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS that Steven C. Wetzel, being over the age of eighteen years, and for the purposes of forming a corporation cooperative under the Idaho Nonprofit Corporation Act, hereby certifies and adopts, the following Articles of Incorporation.

ARTICLE 1
NAME

The name of the corporation cooperative is Vista Bay Marina Cooperative, Inc. (hereinafter the "Corporation").

ARTICLE 2
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE 3
PURPOSE

This Corporation is organized as a not for profit recreation corporation made up of an association of persons using the Corporation owned property for pleasure, entertainment and diversion. The Corporation is not organized for investment purposes. The specific primary purposes for which it is formed are to provide for the acquisition, construction, management, operations, administration, maintenance, repair, improvement, preservation, and architectural control of the Corporation's permits, leases, personal and real property situated in Kootenai County, Idaho as defined in the Declaration of Covenants, Conditions and Restrictions for the Corporation (the "Declaration"), recorded in the records of the Corporation Plan and Kootenai County. The Corporation will also promote the health, safety and welfare of Corporation owners of the Corporation and any additions thereto. The additions may be brought within the jurisdiction of the Corporation in accordance with the Declaration for the Corporation as recorded in the records of Kootenai County, Idaho. All definitions contained in the Declaration shall be applicable to these Articles and the Bylaws of this Corporation.

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

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- (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. This Corporation in addition to other provisions, may provide for the qualification of members, the terms and conditions of admission, the time, mode, conditions and effect of expulsion or withdraw from the restoration of membership, admission fees, charges and assessments; and for reimbursement for services rendered to and expenses incurred on behalf of the Corporation by any member or officer of the Corporation, and such other rules and regulations as are not repugnant to the laws of the State of Idaho; and
- (i) Have and exercise any and all powers, rights, and privileges that a corporation organized under the Idaho Nonprofit Corporation Act, as it exists now or hereafter.

ARTICLE 4
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be at 1322 W. Kathleen Ave., Suite 2, Coeur d'Alene, Idaho, 83815, and the name of its initial registered agent is Steven C. Wetzel.

ARTICLE 5
BOARD OF DIRECTORS

The Board of Directors shall manage the affairs of the Corporation. The initial Board shall consist of 3 Directors, but may be converted to a larger number as provided in the Bylaws, provided that no such conversion in the number of directors may be implemented earlier than two years after the date of recording of the initial Declaration of Cooperative Ownership Plan and Covenants Conditions and Restrictions for Vista Bay Marina Cooperative with the Kootenai County Recorder's office, State of Idaho.

The names and addresses of the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u>
DARYL FORMAN	3148 E. POINT HAYDEN DR. HAYDEN LAKE, ID 83835	3 YEAR PERIOD
JOHN MEREDITH	8220 W. 4 th STREET RATHDRUM, ID 83858	3 YEAR PERIOD
SCOTT STEPHENS	311 SHERMAN AVENUE COEUR D'ALENE, ID 83814	3 YEAR PERIOD

ARTICLE 6
RESTRICTION ON REMOVAL OF DIRECTORS

Notwithstanding any provision in the By-Laws, the Declaration of Cooperative Ownership Plan and Covenants Conditions and Restrictions for Vista Bay Marina Cooperative, or any other governing document of the Vista Bay Marina Cooperative, Inc., the initial directors designated in these articles may not be removed from office earlier than two years after the date of recording of the initial Declaration of Cooperative Ownership Plan and Covenants Conditions and Restrictions for Vista Bay Marina Cooperative, with the Kootenai County Recorder's office, State of Idaho.

ARTICLE 7
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Steven C. Wetzel	1322 W. Kathleen Ave., Suite 2 Coeur d'Alene, Idaho 83815

ARTICLE 8
MEMBERS AND MEMBERSHIP

Participation in management and ownership of the Corporation shall be by membership, as specified in the Bylaws. The Corporation shall issue no stock and shall have no shareholders. The Corporation may have multiple classes of membership, as set forth in the Bylaws for the Corporation. The rights and obligations of the Corporation Members are set forth in the Declaration, Bylaws and Rules and Regulations related to this Corporation.

ARTICLE 9
ASSESSMENTS

Assessments may be levied by the Corporation upon all members based upon the Declaration and Bylaws for the Corporation. The Board of Directors in accordance with the Bylaws and the Declaration shall determine the amount of such assessments, when they are payable, and what notice shall be sent to the members to inform them of the assessments. In the sole discretion of the Board, assessments may be enforced by procedure set for enforcement in the Bylaws and/or as allowed by the Idaho State law.

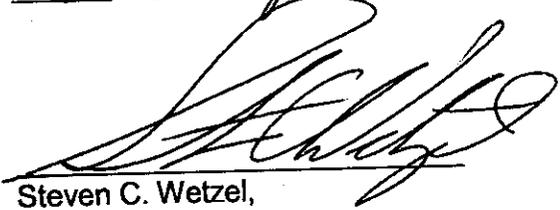
ARTICLE 10
AMENDMENT OF ARTICLES

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 the membership as provided in the Bylaws, subject to the restrictions set forth above in Article 6 of these Articles. Any attempt to amend these articles to remove the initial designated directors earlier than two years after the date of recording of the initial Declaration of Cooperative Ownership Plan and Covenants Conditions and Restrictions for Vista Bay Marina Cooperative, with the Kootenai County Recorder's office, State of Idaho, shall be void.

ARTICLE 11
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 among the Members in accordance with the relative values of Membership, as established in the Declaration.

For the purposes of forming the Corporation, I, the undersigned, being the
Incorporator of the Corporation, have executed these Articles of Incorporation on the
4th day of April, 2006.



Steven C. Wetzel,
Incorporator

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