

State of Idaho

Department of State

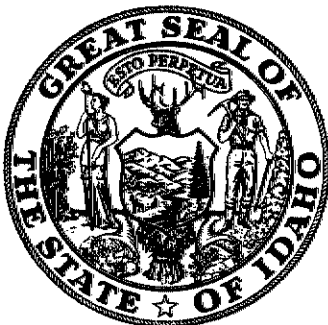
CERTIFICATE OF INCORPORATION OF

CEDAR GROVE PROPERTY OWNERS ASSOCIATION, INC.
File number C 107403

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 CEDAR GROVE PROPERTY OWNERS 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: August 22, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

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ARTICLES OF INCORPORATION
OF CEDAR GROVE PROPERTY
OWNERS ASSOCIATION, INC.

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The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I.

NAME:

The name of the Corporation is Cedar Grove Property Owners Association, Inc.

ARTICLE II.

PURPOSES

The purposes for which the Corporation is formed and organized are as follows:

(a) to be responsible for enforcement of Covenants of Restriction for all lots in the Cedar Grove Subdivision, Benewah County, Idaho. Said Covenants of Restriction are recorded on September 30, 1993, as Instrument Number 0194220, Benewah County, Idaho records;

(b) to plan, build, maintain and repair any improvements as are deemed from time to time to be necessary and appropriate by the Corporation;

(c) to assess dues for membership in the Corporation sufficient to maintain and service any facilities or roads, to

pay taxes or assessments on any common property and to provide for management of the Corporation; and

(d) to manage and conduct such business and affairs of the Corporation as may be deemed appropriate by the membership, or the Board of Directors.

In general, the Corporation may engage in any and all activities for which nonprofit corporations may be incorporated under the Idaho Nonprofit Corporation Act, and any and all amendments thereto.

ARTICLE III.

DURATION

The period of duration of this Corporation is perpetual.

ARTICLE IV.

NONPROFIT STATUS

The Corporation is a nonprofit Corporation.

ARTICLE V.

REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's initial registered office in the State of Idaho is 722 Main Avenue, City of St. Maries, County of Benewah, State of Idaho 83861. The name of the Corporation's initial registered agent at such address is Nancy A. Wolff.

ARTICLE VI.

POWERS

The Corporation is empowered to do everything and

anything reasonable and lawfully necessary, proper, suitable or convenient for the achievement of the purposes above stated, or for any of them, or for the furtherance of said purposes. The Corporation shall have and exercise all powers and authority, and engage in all activities now or hereafter allowed by law to nonprofit corporations of the State of Idaho, subject to the limitations that may be set forth in these Articles or in the Bylaws of the Corporation.

ARTICLE VII.

STOCK

The Corporation shall not issue stock. No dividends or pecuniary profit shall be declared or paid to the members thereof.

ARTICLE VIII.

MEMBERS

Each lot in the Association shall be entitled to one (1) membership in the Corporation. Each membership shall have privileges of one (1) vote on any matter coming before the Corporation membership for approval or vote. Meetings of the membership may be called in accordance with the provisions of the Corporation's Bylaws or, alternatively, in accordance with the provisions of the Idaho Nonprofit Corporation Act.

ARTICLE IX.

MANAGEMENT

The affairs of the Corporation shall be managed by a Board of Directors. At the annual meeting of the membership

each year, the membership shall elect the Board of Directors in accordance with the provisions of these Articles and in accordance with the provisions of any Bylaws of the Corporation that are applicable. The elected Directors will continue to hold office until their successors are duly elected and qualified pursuant to these Articles or the Corporation Bylaws.

ARTICLE X.

OFFICERS

The Board of Directors of the Corporation at its first corporate organizational meeting shall elect officers which shall consist of a president, vice-president and secretary/treasurer. Election of officers for the Corporation will be as provided in the Bylaws of the Corporation.

Further management procedures and requirements of the Corporation shall be set forth in the Corporation Bylaws.

There shall be five (5) members on the Board of Directors of the Corporation. The initial Board of Directors shall consist of the following members: Norman A. Linton, Nancy A. Wolff, Charles E. Epler, Sr., Charles C. Hanley and Richard B. Coulter, Jr. Said directors shall hold office until their respective successors are duly elected and qualified.

ARTICLE XI.

AMENDMENTS TO ARTICLES:

Amendments to these Articles of Incorporation may be made pursuant to the Idaho Nonprofit Corporation Act.

ARTICLE XII.

INCORPORATORS

The name and address of the incorporators of the Corporation are as follows:

Norman A. Linton
Route 4, Box 13
St. Maries, ID 83861

Nancy A. Wolff
HCO 3, Box 61
St. Maries, ID 83861

Charles E. Epler, Sr.
130 Sunset View
St. Maries, ID 83861

Charles Hanley
1217 Powell Road
St. Maries, ID 83861


Richard B. Coulter, Jr.
HCO 4, Box 48E
St. Maries, ID 83861


ARTICLE XIII.

DISSOLUTION


Upon dissolution of the corporation, distribution of assets will be made in conformity with Idaho Code 30-3-109 and correlated provisions regarding distribution of assets upon dissolution.

DATED this _____ day of July, 1994.


NORMAN A. LINTON


NANCY A. WOLFF


CHARLES E. EPLER, SR.


CHARLES HANLEY


RICHARD B. COULTER, JR.