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SECRETARY OF STATE
STATE OF IDAHO

**Articles of Incorporation
of
West Canfield Owner's Association, Inc.**

The undersigned adopt the following Articles of Incorporation for the purpose of forming a nonprofit, incorporated homeowner's association under the Idaho Nonprofit Corporation Act.

Article I – Name

The name of the corporation is: West Canfield Owner's Association, Inc.

Article II – Duration

The duration of the Association shall be perpetual.

Article III – Authority

The Association is created pursuant to the Idaho Nonprofit Corporation Act, Idaho Code Title 30, Chapter 3, and under Idaho Code Section 30-804.

Article IV – Purpose and Powers

The Association is organized for the ownership, operation, management, administration, maintenance, preservation and improvement of the roads, storm water system, water system and any other common area, infrastructure or system serving or benefiting the real property described in the Association Bylaws. The Association shall also administer architectural control over all construction on the real property described in the Association Bylaws. The Association shall have the power to own, operate and administer a private road network, a private water source and distribution system, and to engage in all other lawful activities and functions consistent with its primary purpose and as authorized under the Idaho Nonprofit Corporation Act.

Article V – Registered Office and Agent

The initial registered office and registered agent of the Association is:

Scott L. Poorman
8884 N. Government Way, Suite D
Hayden, ID 83835

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Article VI – Membership and Voting

1. **Membership.** Members of the Association shall consist solely of those persons who are the fee simple owners of the real property described in the Association Bylaws and any other persons duly admitted as members.
2. **Voting.** Members in good standing shall be entitled to cast one (1) vote per lot owned, regardless of the number of individuals holding title to each lot. Voting rights shall be further defined in the Bylaws of the Association.
3. **Transfer of Membership.** Membership shall be appurtenant to each lot identified in the Association Bylaws and shall automatically pass with title to each lot.

Article VII – Board of Directors

The business of the Association shall be managed by a Board of Directors numbering not less than three (3) or more than five (5). The Board of Directors shall be elected by the Members in the manner set forth in the Bylaws of the Association.

The incorporators and initial Directors of the Association are:

Marvin Erickson
4095 E. Erickson Drive
Coeur d'Alene, ID 83815

Sharon Erickson
4095 E. Erickson Drive
Coeur d'Alene, ID 83815

Cindy Espe
714 W. Davidson Ave.
Coeur d'Alene, ID 83814

Article VIII – Indemnification

No Director, Officer or Member of the Association shall be held personally liable for any action, debt, obligation or other liability of the Association. The Association will defend and indemnify any person who serves as an Officer or Director for claims arising out of or related to any action taken or decision made on behalf of the Association and within the scope of the person's authority as an Officer or Director of the Association.

Article IX – Assessments and Fees

The Association is organized for the mutual benefit of its members and shall have no profit. The Association Board of Directors shall establish such assessments, fees and charges as it deems necessary for the operation, management, administration, maintenance, preservation and improvement of the roads, storm water system, water system and other common areas, infrastructure and systems serving the Association members. Such assessments, fees and charges shall be established by the Board at a meeting called for that purpose in accordance with the provisions of the Association Bylaws. After all expenses of the Association are paid each year, and a reasonable reserve set aside as determined by the Board of Directors, any excess income of the Association shall be used to reduce or offset future fees and charges assessed by the Association.

Article X – Lien for Unpaid Assessments

The Association shall have the right to file and record a lien against the real property of any member who fails to pay Association fees, charges and assessments, and shall have the right to enforce such lien as set forth in the Bylaws of the Association.

Article XI - Dissolution

No part of the income or assets of this Association shall ever inure to the benefit of any director, officer or member, or for the benefit of any private person. Upon the dissolution and winding up of the corporate affairs, any remaining assets, after payment of all debts and liabilities of the Association, shall be distributed to a qualified nonprofit fund, foundation or other organization in accordance with the provisions of the Bylaws of the Association. Such disbursement shall be determined by a majority vote of the Board of Directors.

Article XII – Amendment

These Articles of Incorporation may be amended at a meeting of the members having voting rights. The proposed amendment shall be adopted by the approval of not less than two-thirds (2/3rds) of the members present at such meeting in person or by proxy and entitled to vote under the terms of the Bylaws of the Association.

Approved and adopted this _____ day of January, 2007.


Marvin Erickson, Incorporator/Director


Sharon Erickson, Incorporator/Director


Cindy Espe, Incorporator/Director