

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

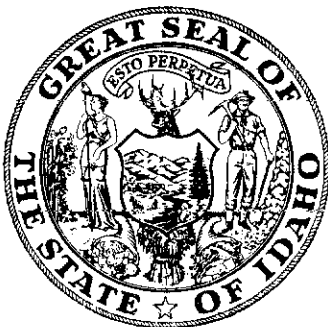
TAMARACK ONE CONDOMINIUM ASSOCIATION, INC.

File number C 112280

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 TAMARACK ONE CONDOMINIUM 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: October 10, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION

OF

TAMARACK ONE CONDOMINIUM ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS that, JANET R. SPOHN, being over the age of eighteen (18) years, and for the purposes of forming a corporation under the Idaho Nonprofit Corporation Act, hereby certifies and adopts in duplicate the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation (hereinafter called the "Association") is TAMARACK ONE CONDOMINIUM ASSOCIATION, INC., and it is a nonprofit corporation.

ARTICLE II
DURATION

The Association shall exist perpetually.

ARTICLE III
PURPOSES AND POWERS OF THE ASSOCIATION

This Association does not contemplate the distribution of gains, profits, or dividends to its Members. The specific primary purposes for which it is formed are to provide for the management and administration of that certain condominium located at the Schweitzer Basin Ski Area in Bonner County, Idaho, commonly known as Tamarack One, according to that certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") recorded or to be recorded with respect to such condominium .

In furtherance of said purposes, this Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) Fix, levy, collect and enforce Assessments and fines as set forth in the Declaration;

(c) Pay all expenses and obligations incurred by the Association in the conduct of its business, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Association property;

(d) Acquire (by gift, purchase or otherwise), hold, improve, build upon, operate, maintain, convey, sell, lease, exchange, transfer, dedicate for public use, or otherwise dispose of real or personal property;

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wise dispose of real or personal property in connection with the affairs of the Association:

(e) Make contracts and incur liabilities, borrow money and mortgage, pledge, deed in trust, or hypothecate any of all of its real or personal property as security for money borrowed or debts incurred;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property to the property managed by the Association;

(g) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE IV MEMBERS AND MEMBERSHIP

1. Non-stock Corporation. Participation in management and ownership of the Association shall be by membership only. The Association shall issue no stock and shall have no shareholders.

2. Membership. The Owner of a Unit within the jurisdiction of the Association (as defined by the Declaration), shall automatically, upon becoming an Owner, be a Member of the Association, and shall remain a Member thereof until such time as his or her ownership ceases for any reason, at which time his or her membership in the Association shall automatically cease. Membership shall be in accordance with these Articles of Incorporation and the Bylaws of the Association.

3. Transferred Membership. Membership in the Association shall not be transferred, pledged, or alienated in any way, except upon the transfer of ownership of the Unit to which it is appurtenant, and then only to the new Owner. Any attempt to make a prohibited transfer is void. In the event the Owner of any Unit should fail or refuse to transfer the membership registered in his or her name to the purchaser of his or her Unit, the Association shall have the right to record the transfer upon its books and thereupon the old membership outstanding in the name of the seller shall be null and void.

4. One Class of Membership. The Association shall have one (1) class of voting membership, with one vote being attributable to each Unit.

5. Limitation of Payment to Dissenting Member. Membership in the Association is appurtenant to and cannot be segregated from ownership of a Unit within the jurisdiction of the Association. Except upon dissolution of the Association, a dissenting Member

shall not be entitled to any return of any contribution or other interest in the Association.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Association shall be at 1720 Valhalla Road, Coeur d'Alene, Idaho, and the registered agent at such address shall be Janet R. Spohn.

**ARTICLE VI
BOARD OF MANAGERS; INCORPORATOR**

The affairs of this Association shall be managed by a Board of four (4) Managers, who shall be Members of the Association, or agents of a corporate Member. The number of Managers may be changed by the amendment of the Bylaws of the Association. The names and addresses of the initial four (4) Managers of the Association until the selection of their successors, are:

<u>Name</u>	<u>Address</u>
Stephen B. Berde	3612 South Eastgate Court Spokane, Washington 99203
Sandra L. Johnson	South 517 Florida Spokane, Washington 99202
Delmar W. McKinley	South 5815 Cree Drive Spokane, Washington 99206
Gary E. Spohn	1720 Valhalla Road Coeur d'Alene, Idaho 83814

The name and address of the incorporator of this Association is as follows:

<u>Name</u>	<u>Address</u>
Janet R. Spohn	1720 Valhalla Road Coeur d'Alene, Idaho 83814

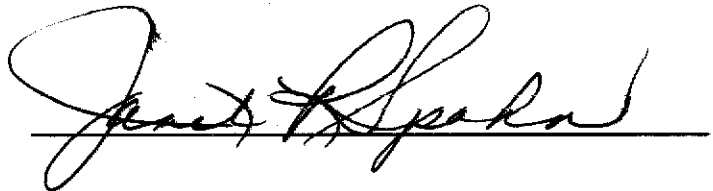
ARTICLE VII
DISSOLUTION

In the event of the dissolution, liquidation, or winding up of the Association, after paying or adequately providing for the debts and obligations of the Association, the Managers or person in charge of the liquidation shall divide the remaining assets among the Members in accordance with their respective rights thereto as established in the Declaration.

ARTICLE VIII
AMENDMENT OF ARTICLES

These Articles may be amended at any time and in any manner by the vote or written assent of seventy-five percent (75%) of the total voting power of the Association; provided, however, that the percentage of the voting power necessary to amend a specific clause or provision herein shall not be less than the percentage of affirmative votes prescribed for action to be taken under said clause or provision; and provided further, that any such amendment shall not be inconsistent with the law.

For the purpose of forming this Association under the laws of the State of Idaho, the undersigned, being the incorporator of this Association, has executed these Articles of Incorporation in duplicate on 28 September, 1995.



CONSENT TO SERVE AS REGISTERED AGENT

I, Janet K. Spahn, hereby consent to serve as registered agent in the State of Idaho, for the corporation known as TAMARACK ONE CONDOMINIUM ASSOCIATION, INC. I understand that as agent for the Association, it will be my responsibility to receive service of process in the name of the Association; to forward all mail to the Association; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the Association for which I am agent.

DATED: 28 September, 1995.

