

**FILED EFFECTIVE**

2007 AUG -2 AM 9:45

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
of  
THE HOMESTEAD CONDOMINIUM OWNERS ASSOCIATION, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I  
Corporate Name**

The name of this Corporation shall be THE HOMESTEAD CONDOMINIUM OWNERS ASSOCIATION, INC.

**ARTICLE II  
Effective Date**

These Articles of Incorporation shall be effective upon filing with the Idaho Secretary of State's Office.

**ARTICLE III  
Corporate Duration and Succession**

The Corporation shall have perpetual duration and succession in its corporate name.

**ARTICLE IV  
Corporate Purposes and Powers**

The Corporation is organized for the purpose of operating an association of condominium owners for the condominium project known as The Homestead at Gozzer Ranch, located in the Gozzer Ranch Golf and Lake Club Planned Unit Development in Kootenai County, Idaho. The Corporation may engage in any lawful business which its Board of Directors may at any time deem advantageous to the Corporation. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, and the power to do all things which in the judgment of its Board of Directors will directly or indirectly promote the welfare and interest of the Corporation; including, without limitation, all the powers granted by the Idaho Nonprofit Corporation Act.

ARTICLES OF INCORPORATION  
THE HOMESTEAD CONDOMINIUM OWNERS ASSOCIATION, INC.

IDAHO SECRETARY OF STATE  
08/02/2007 05:00  
CK: 1233613 CT: 172099 BH: 1068714  
1 @ 30.00 = 30.00 INC NONP # 2  
1 @ 20.00 = 20.00 NON-EXPENSE # 3

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## **ARTICLE V**

### **Members and Membership**

5.1 Non-Stock Corporation. Except during the Period of Declarant Control, as provided in the Condominium Declaration for The Homestead at Gozzer Ranch, participation in the Corporation shall be by membership only. The Corporation shall issue no stock and shall have no shareholders.

5.2 Member Classes. The Corporation shall have one class of members. All owners of real property in the condominium project known as The Homestead at Gozzer Ranch shall be members of the Corporation and all members shall be voting members.

## **ARTICLE VI**

### **Assessments**

The Corporation shall have the authority to levy assessments upon real property within The Homestead at Gozzer Ranch and upon its members, enforceable by civil action or lien upon the real property to which membership rights are appurtenant, all as more specifically set forth in the Condominium Declaration for The Homestead at Gozzer Ranch.

## **ARTICLE VII**

### **Delegation of Duties to Management Body**

The Management Body named in the Condominium Declaration for The Homestead at Gozzer Ranch or named in accordance with the provisions therein for designation of a substitute Management Body is hereby authorized to exercise all of the powers that would otherwise be exercised by the Board of Directors. The Management Body shall have the duties and responsibilities of the Board of Directors, and the Board of Directors shall be relieved of such duties and responsibilities and shall serve as an advisory committee only to the Management Body. If a designated Management Body named in accordance with the Condominium Declaration for The Homestead at Gozzer Ranch ceases to exist, then the powers of the Board of Directors previously delegated to the Management Body shall vest in the Board of Directors.

## ARTICLE VIII Directors

8.1 Number of Directors. The initial Board of Directors of this Corporation shall consist of three (3) directors. Thereafter, the number of Directors may be increased in accordance with the Bylaws of the Corporation.

8.2 Initial Board of Directors. The names and addresses of the initial Directors of the Corporation are:

Name	Address
Michael S. Meldman	820 E. Sherman Ave Coeur d'Alene, ID 83814
Steve Adelson	820 E. Sherman Ave Coeur d'Alene, ID 83814
Joseph L. Arenson	820 E. Sherman Ave Coeur d'Alene, ID 83814

## ARTICLE IX Indemnification

This Corporation shall have the power to indemnify, and to purchase and maintain insurance for its directors, officers, trustees, employees, and other persons and agents having a business relationship with this Corporation. Without limiting the generality of the foregoing and subject only to such limitations as may be expressly provided in the Bylaws of this Corporation or in the Idaho Nonprofit Corporation Act, this Corporation shall indemnify its directors and officers against all liability, damages and expenses arising from or in connection with services for, employment by, or other affiliation with this Corporation and, if at the request of this Corporation, with other firms or entities, to the maximum extent and under all circumstances permitted by law. Such indemnification shall not indemnify any director or officer from or on account of: (i) acts or omissions of the director or officer finally adjudged to be in violation of the standards set forth in Idaho Code § 30-3-80 or Idaho Code § 30-3-85, as applicable; or (ii) any transaction with respect to which it was finally adjudged that such director or officer personally received a benefit in money, property or services to which the director or officer was not legally entitled. No repeal or modification of this Article shall

adversely affect any right or protection of any director or officer of this Corporation existing at the time of such repeals or modification.

#### **ARTICLE X Bylaws**

The Bylaws of this Corporation may contain any provision, not inconsistent with law or with these Articles of Incorporation, relating to the management of the business of this Corporation, any required qualifications of its directors, any required procedures for nomination and election of its directors, regulation of its affairs, its rights or powers, or the rights or powers of its members, directors, officers or employees. Subject only to such limitations as may be expressly provided in these Articles of Incorporation or the Idaho Nonprofit Corporation Act, the power to adopt, alter, amend or repeal the Bylaws of this Corporation or to adopt new Bylaws shall be vested in its Board of Directors; provided that the members of this Corporation may alter, amend or repeal any Bylaw so adopted.

#### **ARTICLE XI Amendment**

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter permitted by law. All rights of the members of this Corporation are granted subject to this reservation.

#### **ARTICLE XII Initial Registered Office and Agent**

The address of the initial registered office of this Corporation is 300 N. 6<sup>th</sup> Street, Boise, ID 83702 and the name of the initial registered agent of this Corporation at that address is CT Corporation System.

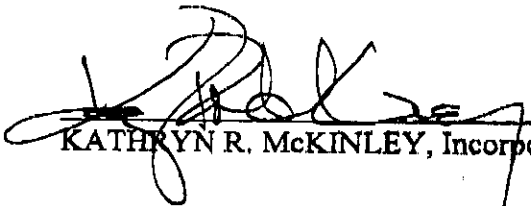
#### **ARTICLE XIII Incorporator**

The name and address of the incorporator of this Corporation is Kathryn R. McKinley, 501 N. Riverpoint Blvd, Ste. 111, Spokane, WA 99202.

**ARTICLE XIV**  
**Dissolution**

Upon dissolution, the assets shall be distributed in accordance with the purposes of the Corporation and in a manner not inconsistent with law regarding distribution of assets on dissolution.


DATED this 1 day of August, 2007.

  
KATHRYN R. MCKINLEY, Incorporator

### CONSENT OF REGISTERED AGENT

The undersigned, by signature hereto, hereby consents to serve as registered agent in the State of Idaho for this Corporation, and understands that as Agent for this Corporation, it will be the responsibility of said agent to receive service of process in the name of the Corporation, to forward all mail to the Corporation, and to immediately notify the office of the Idaho Secretary of State in the event of the resignation of said agent, or of any change in the registered office address of this Corporation.


CT Corporation System

  
By: LIEZEL BARRACA  
Its: ASSISTANT SECRETARY

STATE OF Washington  
County of King ) ss.

On this 1 day of August, 2007, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Lizele Barraca, to me known to be the Assistant Secretary of CT Corporation System, the corporation that executed the foregoing instrument, and acknowledged the instrument to be the free and voluntary act and deed of the corporation, for the uses and purposes therein mentioned, and on oath stated that he/she is authorized to execute the instrument.

GIVEN under my hand and official seal this 1 day of August, 2007.

  
Print Name: Nancy Lydon  
NOTARY PUBLIC in and for the state of WA  
residing at Seattle  
My Appointment Expires: 7-13-2011

