

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

FAIRWAY MEADOWS OWNERS ASSOCIATION, INC.

File number C 106322

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 FAIRWAY MEADOWS 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: May 13, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

MAY 13 9 21 AM '94

SECRETARY OF STATE

FAIRWAY MEADOWS OWNERS ASSOCIATION, INC.

(A Nonprofit Corporation)

David N. Brockbank, the undersigned natural person over the age of twenty-one years, acting as incorporator of a nonprofit corporation pursuant to the Idaho Nonprofit Corporation Act, ("Act") hereby adopts the following Articles of Incorporation for such nonprofit corporation.

ARTICLE I

NAME

The name of the nonprofit corporation is FAIRWAY MEADOWS OWNERS ASSOCIATION, INC. hereinafter referred to as the "Association".

ARTICLE II

DURATION

The Association shall exist perpetually or until dissolved pursuant to law.

ARTICLE III

PURPOSES

The Association is organized as a nonprofit corporation and shall be operated exclusively for the purpose of maintaining, operating, and governing Fairway Meadows at Stoneridge (the "Project"), a residential project located in the County of Bonner, State of Idaho. The Project has been created prior to the date of filing of these Articles of Incorporation by recording an instrument entitled "Declaration of Condominium for Fairway Meadows at Stoneridge (the "Declaration")", in the office of the Recorder of Bonner County, State of Idaho. The Declaration is hereby incorporated by reference and made a part of these Articles of Incorporation. The Association shall be operated to perform the functions and provide the services contemplated by the Declaration. Except as otherwise provided herein or as may be required by the context hereof, all terms defined in the Declaration shall have such defined meanings when used herein.

No dividend shall be paid to, and no part of the net income, if any, of the Association shall be distributed to, any of the Members, Management Committee or officers of the Association, except as otherwise provided herein, in the Declaration, or under Idaho law.

COMP 10 30.00= 30.00

05/10/94
4:24pm

ARTICLE IV

POWERS

Subject to the purposes declared in Article III above and any limitations herein expressed, the Association shall have and may exercise the power to do any and all things that the Association is authorized or required to do under the Declaration, as the same may from time to time be amended, including, without limiting the generality of the foregoing, the power to fix, levy and collect the charges and assessments provided for in the Declaration.

ARTICLE V

MEMBERSHIP AND STOCK

Each Owner of a Time Period Interest in the Project shall be a Member of the Association. The rights and duties appertaining to membership in the Association shall be governed by the Declaration. Neither the issuance nor the holding of shares of stock shall be necessary to evidence membership in the Association. Membership in the Association shall be mandatory, and not optional, and shall be appurtenant to and may not be separated from the ownership of any Time Period Interest which is subject to assessment by the Association. No persons or entity other than an Owner of a Time Period Ownership Interest may be a Member of the Association. Membership in the Association shall begin immediately and automatically upon becoming an Owner of a Time Period Interest and shall cease immediately and automatically upon ceasing to be an Owner of such Time Period Interest.

ARTICLE VI

ASSESSMENTS

Members of the Association shall be subject to assessments by the Association from time to time in accordance with the provisions of the Declaration and shall be liable to the Association for payment of such assessments. Members shall not be individually or personally liable for the debts or obligations of the Association.

ARTICLE VII

MANAGEMENT COMMITTEE

The Management Committee shall be the controlling body of the Association and shall be the same body as the Board of Directors referred to in the Act.

The initial Management Committee of the Association shall consist of the three (3) persons whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Keith E. Garner	P.O. Box 277 Blanchard, ID 83804
Susan Stewart	P.O. Box 277 Blanchard, ID 83804
Donna Brown	P.O. Box 277 Blanchard, ID 83804

ARTICLE VIII

PRINCIPAL OFFICE

The address of the initial principal office of the Association is P.O. Box 277, Stoneridge Road, Blanchard, Idaho 83804.

ARTICLE IX

REGISTERED OFFICE AND AGENT

The initial registered office of the Association is Stoneridge Road, P.O. Box 277, Blanchard, Idaho 83804, and the name of the initial registered agent at such address is Donna Brown.

ARTICLE X

INCORPORATOR

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

Harry E. McCoy II
Jones, Waldo, Holbrook & McDonough
1500 First Interstate Plaza
P.O. Box 45444
Salt Lake City, UT 84145-0444

ARTICLE XI

BYLAWS

The Management Committee shall adopt Bylaws which are not inconsistent with law or these Articles for the regulation and management of the affairs of the Association.

ARTICLE XII

AMENDMENTS

Except as otherwise provided by law or by the Declaration, these Articles of Incorporation may be amended only upon the affirmative vote of a majority of the members of the Management Committee, together with a majority of the voting power of the Association. These Articles may not be amended so as to provide for any matter that is inconsistent with the provisions of the Declaration and Bylaws (as the Declaration and Bylaws may from time to time be amended).

ARTICLE XIII

DISTRIBUTION UPON DISSOLUTION

In the event of dissolution of the Association, any and all assets shall be distributed in accordance with the Act and the provisions of the Declaration.

ARTICLE XIV

CONFLICT WITH DECLARATION

In the event of any conflict or inconsistency between the provisions of these Articles and the provisions of the Declaration and Bylaws (as the Declaration and Bylaws may from time to time be amended), the provisions of the Declaration and Bylaws shall control.

DATED this 10 day of May, 1994.


HARRY E. MCCOY II
INCORPORATOR

THE UNDERSIGNED ACKNOWLEDGES HER APPOINTMENT AS REGISTERED AGENT:

Donna Brown
DONNA BROWN

VERIFICATION

STATE OF Utah)
) ss.
COUNTY OF Salt Lake)

On the 10th day of May, 1994, personally appeared before me Harry E. McCoy II, who being by me duly sworn did say that he is the incorporator of Fairway Meadows Owners Association, Inc. that he signed the foregoing Articles of Incorporation of Fairway Meadows Owners Association, Inc. as incorporator of such nonprofit corporation, and that the statements therein contained are true and correct.

My Commission Expires:

Heidi A. Marshall
NOTARY PUBLIC

Residing at Salt Lake City, UT

