

State of Idaho

Department of State

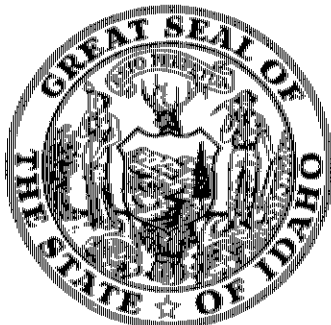
CERTIFICATE OF INCORPORATION OF

HARBOR VIEW BOAT ASSOCIATION, INC.
File number C 106959

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 HARBOR VIEW BOAT 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: July 13, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seikel*

ORIGINAL

Jul 13 9 06 AM '94
SECRETARY OF STATE
ARTICLES OF INCORPORATION
OF
HARBOR VIEW BOAT ASSOCIATION, INC.

IDAHO SECRETARY OF STATE
JUL 11 0900 12097 2
CUST# 3934
CORP
30.00
10

KNOW ALL MEN BY THESE PRESENTS that G. B. Conley and James P. Winter, being over the age of eighteen 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

1.1. The name of the corporation (hereinafter called "corporation") is HARBOR VIEW BOAT ASSOCIATION, INC.

ARTICLE II.
DURATION

2.1. The duration of this corporation shall be perpetual.

ARTICLE III.
PURPOSES AND POWERS

3.1. This corporation is not organized for profit and no part of gains or earnings shall inure to its members. The specific primary purposes for which it is formed are to provide for the acquisition, construction, management, operations, administration, maintenance, repair, improvement, preservation, and control of a non-public, community boat dock system on Lake Coeur d'Alene in Section 6, Township 49 North, Range 3 West Boise Meridian, Kootenai County, Idaho.

3.2. In furtherance of said purposes, and subject to the approval of members as required by law or the Bylaws, this corporation shall have power to:

3.2.1. Perform all of the duties and obligations of the corporation as set forth in the Bylaws;

3.2.2. Fix, levy, collect and enforce assessments and fines as set forth in the Bylaws, in a fair and equitable fashion and secure the payment of assessments through liens upon real property in which membership rights are appurtenant and in accordance with Idaho law;

3.2.2.1. Assessments may be made enforceable by action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture.

3.2.3. Pay all expenses and obligations incurred by the corporation in the conduct of its business, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the corporation's property;

3.2.4. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, exchange, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;

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

3.2.6. Dedicate, sell, transfer or grant easements over all or part of any of the corporation's property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;

3.2.7. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property to the property managed by the corporation;

3.2.8. Litigate, mediate, arbitrate any and/or all corporate rights and obligations specified in law and/or by the Articles and Bylaws of the corporation. This corporation in addition to other provisions, may provide for the qualification of members, the terms and conditions of admission, the time, mode, conditions and effect of expulsion or withdrawal from the restoration of membership, admission fees, charges and assessments; and for reimbursement for services rendered to and expenses incurred on behalf of the corporation by any member or officer of the corporation, and such other rules and regulations as are not repugnant to the laws of the State of Idaho; and

3.2.9. Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act law, which now or hereafter exists.

ARTICLE IV. MEMBERS AND MEMBERSHIP

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

4.2. Membership. Membership shall be limited to those who: (1) own a lot within the platted subdivision in Kootenai County, Idaho, known as Harbor View Estates or any of its additions ("Lot"); and (2) own an interest in the community dock evidenced by State of Idaho Encroachment Permit No. L-95-S-3376A ("Dock"). Such persons shall automatically, upon becoming an owner of both of these things, be a member of the corporation, and shall remain a member thereof until such time as his/her ownership ceases for any reason. Membership shall be in accordance with these Articles of Incorporation and the Bylaws of the corporation.

4.3. Transferred Membership. Membership in the corporation shall not be transferred, pledged or alienated in any way, except upon the transfer of ownership of the Dock, and then only to an owner who qualifies under paragraph 4.2. Any attempt to make a prohibited transfer is void. In the event the owner of any Lot should fail or refuse to transfer the membership registered in his/her name to the purchaser of his/her Lot, the corporation shall have the right and authority to transfer the membership to the purchaser and record the transfer upon the books; thereupon the old membership outstanding, in the name of the seller shall be null and void.

4.4. Classes of Membership. The corporation shall have one (1) class of voting membership established.

4.5. Voting Requirements. Except where otherwise expressly provided in these Articles of Incorporation or the Bylaws, any action by the corporation which must have the approval of the corporation membership before being undertaken.

4.6. Limitation of Payment to Dissenting Member. Membership in the corporation is appurtenant to and cannot be segregated from ownership of a Lot within the jurisdiction of the corporation. Except upon dissolution of the corporation, a dissenting member shall not be entitled to any return of any contribution or other interest in the corporation.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

5.1. The initial registered office of the corporation shall be 4000 Brentwood, Coeur d'Alene, Idaho, 83814 and the name of its registered agent is: G. B. Conley.

ARTICLE VI. BOARD OF DIRECTORS; INCORPORATORS

6.1. The affairs of this corporation shall initially be managed by a Board of two (2) Directors, but may be converted to a larger number in accordance with the Bylaws. From the date of conversion from a two (2) Director board, the election of directors shall be divided into three (3) classes, of nearly equal number, with each class of Directors elected for three (3) years. The Board must all be members of the corporation. The number of Directors may be increased by amendment of the Bylaws of the corporation. The names and addresses of the persons who are to serve as the initial Directors of the corporation until the selection of their successors, are:

<u>NAME</u>	<u>ADDRESS</u>
G. B. Conley	4000 Brentwood Coeur d'Alene, ID 83814
James P. Winter	S. 4450 Harbor View Drive Coeur d'Alene, ID 83814
Railton Cabbell	P.O. Box 1859 Coeur d'Alene, ID 83814
Fred Hopper	4300 Brentwood Coeur d'Alene, ID 83814
Frank Halbich	4960 Frazier Drive Post Falls, ID 83854
Bob Lusk	4075 Harbor View Drive Coeur d'Alene, ID 83814

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
G. B. Conley	4000 Brentwood Coeur d'Alene, ID 83814
James P. Winter	S. 4450 Harbor View Drive Coeur d'Alene, ID 83814
Railton Cabbell	P.O. Box 1859 Coeur d'Alene, ID 83814
Fred Hopper	4300 Brentwood Coeur d'Alene, ID 83814
Frank Halbich	4960 Frazier Drive Post Falls, ID 83854
Bob Lusk	4075 Harbor View Drive Coeur d'Alene, ID 83814

ARTICLE VII. INDEMNIFICATION

7.1. The corporation shall have all powers set forth in Idaho Code Section 30-3-88.

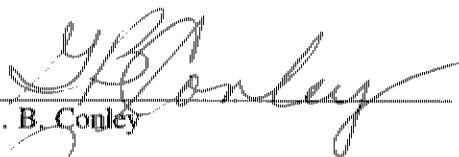
ARTICLE VIII. DISSOLUTION

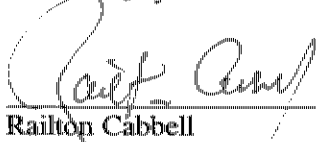
8.1. In the event of dissolution, liquidation or winding up of the corporation, after paying off or adequately providing for the debts and obligations of the corporation, the directors or persons in charge of the liquidation shall distribute any remaining assets, properties and/or money to such charity or charities as may be recognized under Section 170 of the United States Internal Revenue Code, the particular charity or charities to be determined by a majority vote of the members of the corporation at a meeting called for that purpose.


ARTICLE IX. AMENDMENT OF ARTICLES


9.1. These Articles shall be amended only by the vote or written assent of at least two-thirds ($\frac{2}{3}$) of a quorum of the voting power of the membership.

For the purposes of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation on the 12th day of July, 1994.


G. B. Conley


Railton Cabbell


Frank Halbich

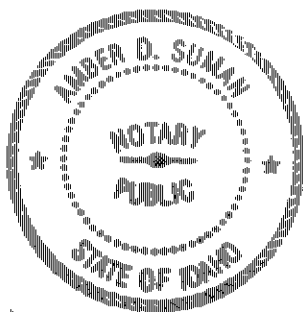

James P. Winter



Fred Hopper


Bob Lusk

STATE OF IDAHO)
) ss.
County of Kootenai)

I, Amber D. Suman, a Notary Public, do hereby certify that on this 12th day of July, 1994, personally appeared before me G.B. CONLEY, JAMES P. WINTER, RAILTON CABELL, FRED HOPPER, FRANK HALBICH and BOB LUSK, who, being by me first duly sworn, declared that they are the Directors/Incorporators of HARBOR VIEW BOAT ASSOCIATION, INC., that they signed the foregoing document as initial Directors/Incorporators of the corporation, and that the statements therein contained are true.




Notary Public in and for the State of Idaho
Residing at: Coeur d'Alene, Idaho
Commission Expires: 5/21/98

f:\files\harbor\boat-assoc., inc\articles