

State of Idaho

Department of State

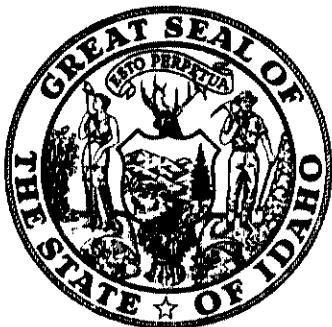
CERTIFICATE OF INCORPORATION OF

TWIN SPRUCE HOMEOWNERS ASSOCIATION, INC.

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 TWIN SPRUCE HOMEOWNERS 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: August 25, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Wade DeLoach*

ARTICLES OF INCORPORATION
OF
TWIN SPRUCE HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the Idaho Nonprofit Corporation law, Idaho Statute 30-323 et. seq., the undersigned do hereby certify that the following are the Articles of Incorporation of the Twin Spruce Homeowners Association, Inc.

ARTICLE 1

The name of the corporation is Twin Spruce Homeowners Association, Inc. ("Association").

ARTICLE 2

The period of duration of the Association shall be perpetual.

ARTICLE 3

The initial principal office of the Association is located at 352 South 50 West, Driggs, Idaho 83422. (Mail: P.O. Box 264, Victor, Idaho 83455).

ARTICLE 4

Ken Belanger is hereby appointed the initial registered agent of the Association, which address is the initial principal office of the Association.

ARTICLE 5
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are to provide, for maintenance, preservation and control of the land and improvements in the Twin Spruce Subdivision ("Subdivision"), and to promote the health, safety and welfare of the residents within the Subdivision for the purpose of:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions, ("Declaration"), applicable to the property and recorded in the Office of the Teton County Recorder, State of Idaho with any amendments thereto;

(b) Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration, and to pay all related expenses and all office and other expenses incident to the conduct of the business of the association, including all licenses, taxes or governmental charges levied or imposed against the Property;

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

(d) Borrow money, and with the assent of the members as provided in the Declaration or Bylaws, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Annex Additional Land if provided in the Declaration; and

(f) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation law may have or exercise.

ARTICLE 6 MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided interest in any lot which is subject to the Declaration and to assessment by the Association, including transferors, successors and assigns, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE 7 VOTING RIGHTS

This is a nonstock membership Association. The Association shall have one (1) class of voting membership.

ARTICLE 8 BOARD OF DIRECTORS

The affairs of this Association shall be managed by the Board of Directors ("Directors") consisting of not less than three nor more than twelve individuals, all of whom must be members of the Association. As described in the Declaration and Bylaws, it is intended that the record or current owner(s) of each lot be represented on the Board and have one vote. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Bob Kincaid
P.O. Box 136
Victor, ID 83455

Ken & Colleen Belanger
P.O. Box 85
Driggs, ID 83422

Tim & Dee Lane
P.O. Box 77
Victor, ID 83455

Yvonne Bridges
P.O. Box 667
Driggs, ID 83422

Daryl & Sharon Hunter
P.O. Box 8395
Jackson, WY 83001

Dennis & Jane Harvey
10529 Northstar Rd.
Grassvalley, CA 95949

John & Jody Gailey
P.O. Box 8346
Jackson, WY 83001

Dana Mackenzie
P.O. Box 7344
Jackson, WY 83001

Fritz & Sherry Wieters
P.O. Box 476
Victor, ID 83455

Bruce and Keith Tonks
P.O. Box 153
Victor, ID 83455

The Directors may delegate authority to a Management Committee as provided in the Declaration or Bylaws.

ARTICLE 9 DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be held by the owners of the Association as tenants in common as described in the Declaration.

ARTICLE 10 BYLAWS

The internal affairs of the corporation shall be regulated by the Declaration and Bylaws adopted by the Association or its Directors.

Dated this 22nd of April, 1993.

Twin Spruce Homeowners
Association



By: Ken Belanger
Its Incorporator

STATE OF IDAHO)
) SS.
COUNTY OF TETON)

On this the 19th day of August, 1993, personally appeared before me Ken Belanger, who being duly sworn, deposes and states that he executed the foregoing as incorporator and registered agent of the Association, and that the same is true and accurate to the best of his knowledge and belief.

Sonnie Leece
Notary Public
Residing in Teton County, Idaho

My Commission Expires:

2/10/98