



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

PRAIRIE RETIREMENT CONDOMINIUM, INC.

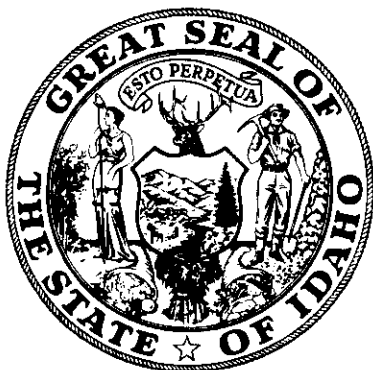
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PRAIRIE RETIREMENT CONDOMINIUM, INC.,

duly signed pursuant to the provisions of the Idaho Business 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 November 5, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

Nov 5 8 47 AM '80
ARTICLES OF INCORPORATION SECRETARY OF STATE

OF

PRAIRIE RETIREMENT CONDOMINIUM, INC.

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 3 of Title 30, Idaho Code and certify as follows:

ARTICLE I

Name

The name of this Association shall be PRAIRIE RETIREMENT CONDOMINIUM, INC., hereinafter called the Association.

ARTICLE II

Place of Business

The principal place of business and street address of this Association shall be 414 Main, Cottonwood, Idaho 83522. The Association may have such other places of business as the Directors shall from time to time determine. Local agent shall be Cleo Forsman of Forsman Accounting Service of 414 Main, Cottonwood, Idaho 83522.

ARTICLE III.

Duration

The duration of the Association shall be perpetual.

ARTICLE IV.

Purposes and Powers

1. The purpose for which the Association is organized is to provide an entity pursuant to Idaho Code 55-1501 et seq., hereinafter called the Condominium Act, for the operation of Prairie Retirement Condominium, a condominium, expressly for the purpose of providing housing for people of retirement age and for people under complete disability, the condominium being located in Cottonwood, Idaho.

2. The Association shall make no distributions of income to its members, directors or officers.

3. The Association shall have all of the powers and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

4. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration, of Condominium, hereinafter called the Declaration, and all of the powers and duties reasonably necessary to operate the condominium as set forth in the Declaration and as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members to defray the costs, expenses, and losses of the condominium.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace, and operate the condominium property.

(d) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members.

(e) To reconstruct improvements after casualty and to further improve the property.

(f) To make and amend reasonable regulations respecting the use of the property in the condominium.

(g) To approve or disapprove the transfer, mortgage, and ownership of apartments as may be provided by the Declaration and the Bylaws.

(h) To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles, the Bylaws of the Association, and the regulations for the use of the condominium property.

(i) To contract for the management of the condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors, or the membership of the Association.

(j) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

(k) To employ personnel to perform the services required for proper operation of the condominium.

5. The Association shall have the power to purchase an apartment of the condominium. This provision shall not be changed without unanimous approval of the members.

6. All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

7. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

ARTICLE V.

Members

1. The members of the Association shall consist of all of the record owners of apartments.

2. Change of membership in the Association shall be established by the recording in the public records of Idaho County, Idaho, of a deed or other instrument establishing a record title to an apartment in the condominium and the delivery

to the Association of a certified copy of such instrument thereby becoming a member of the Association. The membership of the prior owner shall be thereby terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to his apartment.

4. The members of the Association shall be entitled to at least one vote for each apartment owned by them. The exact number of votes to be cast by owners of an apartment and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

5. Dues or assessments to be paid by the members of the Association shall be as prescribed in the Bylaws of the Association.

ARTICLE VI.

Directors

1. The affairs of the Association will be managed by a Board consisting of the number of directors as shall be determined by the Bylaws, but not less than three directors, and in the absence of such determination shall consist of three directors.

2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The first election of Directors shall not be held until October _____, 1981. The Directors herein named shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

4. The names and addresses of the members of the first Board of Directors who shall hold office until their successors

are elected and have qualified, or until removed, are as follows:

Rev. George L. King, Cottonwood, Idaho 83522
Henry A. Wassmuth, Cottonwood, Idaho 83522
Cletus Uhlorn, Cottonwood, Idaho 83522

ARTICLE VII.

Officers

The affairs of the Association shall be administered by officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows: President: Rev. George
L. King of King Street, Cottonwood, Idaho 83522; Vice President and Assistant Secretary: Henry
A. Wassmuth of Rural Route, Cottonwood, Idaho 83522; and Secretary-Treasurer: Cletus Uhlorn
of 414 Myrtle, Cottonwood, Idaho 83522.

ARTICLE VIII.

Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors

approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX.

Bylaws

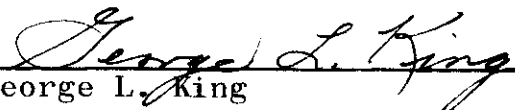
The first Bylaws of the Association shall be adopted by the Board of Directors, and may be altered, amended, or rescinded in the manner provided by the Bylaws.

ARTICLE X.

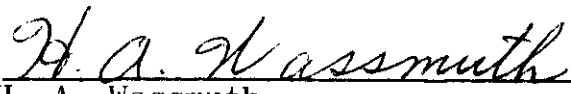
Amendments

These Articles may be amended after ten days written notice to all members by a 75% vote of the entire membership of the Association at a regular meeting or at a special meeting called to consider the amendments. A copy of each amendment, certified by the Secretary of State, shall be recorded in the public records of Idaho County, Idaho.

IN WITNESS WHEREOF the Incorporators have hereto affixed their signatures on October 29, 1980.


George L. King


Cletus A. Uhlorn


H. A. Wassmuth

STATE OF IDAHO)
County of Idaho) ss.

On this 29 day of October, 1980, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared Rev. George L. King, Henry A. Wassmuth and Cletus Uhlorn known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same, and that they are citizens of the United States and residents of the State of Idaho, and are over the age of Twenty-one (21) years.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first hereinabove in this certificate written.

Michael D. Skelton
Notary Public, State of Idaho
Residing at Neyperce, therein.

(NOTARY SEAL)