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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
STATE OF IDAHO

SWC CONDOMINIUM ASSOCIATION, INC.

The undersigned, acting as incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is SWC Condominium Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II

The period of existence and the duration of the life of this Association shall be perpetual.

ARTICLE III

This Association shall be a nonprofit membership corporation.

ARTICLE IV

The name of the registered agent of this Association shall be David Stevens, and the location and post office address of the registered office of this Association shall be 110 Lindsey Circle, P. O. Box 2030, Ketchum, Idaho, 83340.

ARTICLE V

This Association is formed to be a Management Body as permitted by the provisions of the Idaho Condominium Property Act, Idaho Code, Title 55, Chapter 15, and its powers are and shall be consistent with the provisions of the Act.

ARTICLE VI

Section 1. The nature of the business and the objective and purpose of this Association shall be as follows:

(a) This Association shall be the "Management Body" as defined in Section 55-1503, Idaho Code, and as provided for in the terms and conditions of that certain Condominium Declaration for SWC Condominiums (hereinafter referred to as the "Declaration") to be executed by the Declarant named therein and recorded in the real estate records of Blaine County, Idaho, which Declaration delegates and authorizes this Association to exercise certain functions as the

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Management Body. All capitalized terms not herein defined shall have the meanings assigned to them in the Declaration.

(b) The Management Body shall have the power to have, exercise, and enforce all rights and privileges and to assume, incur, perform, carry out, and discharge all duties, obligations, and responsibilities of a Management Body as provided for in the Idaho Condominium Property Act and in the Declaration, as such Declaration is originally executed or, if amended, as amended. The Management Body shall have the power to adopt and enforce rules and regulations covering the use of any condominium project or any area or units thereof, to levy and collect the annual and special assessments and charges against the condominiums and the members thereof, and, in general, to assume and perform all the functions to be assumed and performed by the Management Body as provided for in the Declaration. It shall have the power to transfer, assign, or delegate such duties, obligations, or responsibilities to other persons or entities as permitted or provided for in the Idaho Condominium Property Act, the Declaration, or in an agreement executed by the Association with respect thereto. The Management Body shall actively foster, promote, and advance the interest of owners of condominium units within the condominium project.

Section 2. In addition to the foregoing, where not inconsistent with either the Idaho Condominium Property Act (Title 55, Chapter 15, Idaho Code) or Title 30, Idaho Code, the Association shall have the following powers:

(a) The Association shall have the authority set forth in Title 30 of the Idaho Code relating to the organization and conduct of general business corporations.

(b) The Association shall have the power to buy, sell, acquire, hold, mortgage, or enter into a security agreement, pledge, lease, assignment, transfer, trade, and deal in and with all kinds of personal property, goods, wares, and merchandise of every kind, nature, and description.

(c) The Association shall have the power to buy, sell, lease, let, mortgage, exchange, or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments, and appurtenances of all kinds and wheresoever situated, and any interest and rights therein, to the same extent as natural persons might or could do and without limit as to amount.

(d) The Association shall have the power to borrow money, draw, make, accept, enforce, transfer, and execute promissory notes, debentures, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage, and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this Association.

(e) The Association shall have the power to have one or more officers to carry on all or any part of its operations and businesses and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objectives herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Association, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do

as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any firm, person, association, or corporation.

The foregoing clauses are to be construed both as objectives and powers. As hereby expressly provided, an enumeration herein of the objectives, powers, and purposes shall not be held to restrict in any manner the general powers of the Association. The Association shall have the power to do all acts that are necessary and convenient to obtain the objectives and purposes herein set forth to the same extent and as fully as any natural person could or might do within the framework of the Idaho Condominium Property Act, these Articles of Incorporation, and the general corporation laws of Idaho.

ARTICLE VII

Section 1. Each member shall be entitled to receive a certificate of membership, which certificate shall state the number of votes that member is entitled to cast as a member of the Association.

Section 2. There shall be one membership in the Association for each condominium in SWC Condominiums, as established in the Declaration. The members of the Association must be and remain owners of condominiums within the project set forth in the Declaration to be recorded in Blaine County, Idaho, and the Association shall include all owners of condominiums within the project. If title to a condominium is held by more than one person, the membership relating to that condominium shall be shared by all such persons in the same proportionate interest and the same type of tenancy in which the title to the condominium is held.

Section 3. No person or entity other than an owner may be a member of the Association. A member shall not assign or transfer his membership certificate except in connection with the transfer or sale of a condominium; provided, however, the rights of membership may be assigned to a mortgagor as further security for a loan secured by a lien on a condominium. Every person or entity who is an owner of any condominium unit included in any condominium project for which the Association has been or may be designated as a Management Body shall be required to be a member of the Association and remain a member so long as such person or entity shall retain the ownership of the condominium unit. Membership in the Association is declared to be appurtenant to the title of the condominium unit upon which such membership is based and automatically shall pass with the sale or transfer of the unit. Members shall not have preemptive rights to purchase other memberships in the Association or other condominium units in the project.

Section 4. Except for election or appointment of directors, the voting rights and interests of a member of the Association shall be determined by the owner member's percentage interest in the Common Area of the condominium project described in the Declaration and Exhibit C thereto, as the term "Common Area" is defined in Section 55-1503 of the Idaho Code. The Declaration, or an exhibit attached thereto, shall set forth the percentage interest of each owner member in the Common Area, which interest depends upon the number and type of condominium units. The voting rights and interests of new members shall be determined in the same way as such percentage interests and rights were determined for old members and in

accordance with any amendment to the Declaration and Exhibit B thereto allocating Common Area to the respective units.

Section 5. There shall be a total of one hundred (100) votes to be allocated as described in Article VII, Section 4, and in this section. The total number of votes that attached to membership certificates shall be exercised by the members of the Association from and after the date of the incorporation. Each member shall be entitled to vote the same percentage of 100 votes as he is given percentage in the Common Area. Directors shall be elected or appointed by the members, with each Owner entitled to elect or appoint one (1) director, except as provided otherwise in the Bylaws.

ARTICLE VIII

Each member shall be liable for the payment of assessments provided for in the Declaration and for the payment and discharge of the liabilities of the Association as provided for in the Declaration, the Idaho Condominium Property Act (Title 55, Chapter 15, Idaho Code), and as set forth in the Bylaws of the Association.

ARTICLE IX

The Bylaws of the Association may be altered, amended, or new bylaws adopted by any regular or special meeting of the Association called for that purpose by a Super Majority Consent as that term is defined in the Declaration. The Bylaws may also be amended or repealed, or new bylaws adopted, at any meeting of the Board of Directors by the vote of at least a majority of the entire Board; provided, any bylaw adopted by the Board may be amended or repealed by the members in the manner set forth above.

Any proposal to amend or repeal these Bylaws or to adopt new bylaws shall be stated in the notice of the meeting of the Board of Directors or its members, or in the waiver of notice thereof, as the case may be, unless all of the directors or the members are present at such meeting.

ARTICLE X

The business and affairs of the Association shall be managed and controlled by a Board of Directors. The Board of Directors shall be three (3) in number. The following shall constitute the initial Board of Directors

<u>Name</u>	<u>Address</u>
David Stevens	P.O. Box 2030 Ketchum, ID 83340
David F. Wilson	P.O. Box 6770 Ketchum, ID 83340

James P. Conger

P.O. Box 62
Sun Valley, ID 83355

ARTICLE XI

The name and post office address of the incorporator is as follows:

David B. Lincoln

Moffatt Thomas
P.O. Box 829
Boise, Idaho 83701-0829

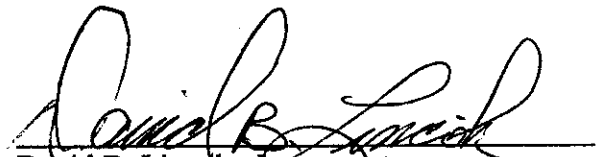
ARTICLE XII

No part of the net earnings of the Association shall inure to the benefit of any private member or individual (other than by acquiring, constructing, or providing management, maintenance, and care of property held by the Association, commonly held by the members of the Association, or located in the development and owned by members of the Association, and other than by a rebate of excess membership dues, fees, or assessments).

ARTICLE XIII

In the event the Association is voluntarily or involuntarily dissolved, the assets of the Association shall be conveyed to the members in the same percentages as their percentage ownership interests in the Common Area as that term is defined in the Declaration.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of September, 2008.


David B. Lincoln, Incorporator