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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF**

**PHILLIPS CREEK PROPERTY OWNERS' ASSOCIATION, INC.
A NONPROFIT CORPORATION**

The undersigned, acting as the incorporators of a corporation under, and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (Act) adopt the following Articles of Incorporation for the Corporation

**ARTICLE ONE
NAME**

The name of the Corporation shall be **PHILLIPS CREEK PROPERTY OWNERS' ASSOCIATION, INC.**

**ARTICLE TWO
NON-PROFIT STATUS**

This Corporation shall be a nonprofit corporation.

**ARTICLE THREE
DURATION**

The period of this Corporation shall be perpetual.

**ARTICLE FOUR
PURPOSES**

The purposes for which this Corporation is organized are as follows:

(A) To own, maintain, improve, operate and regulate certain interests in real property known as the "Phillips Creek Road System", together with all equipment, easements, licenses, permits and other rights and responsibilities associated therewith; and,

(B) To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, and to further common interests of the membership, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

IDAHO SECRETARY OF STATE

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**ARTICLE FIVE
NON-STOCK CORPORATION**

This Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its members.

**ARTICLE SIX
MEMBERS**

The Corporation shall have one (1) class of membership in accordance with the Bylaws.

**ARTICLE SEVEN
ASSESSMENTS**

Assessments shall be levied against the members in equal proportion, in accordance with the Bylaws. The amount and method of collection of said assessments shall be as provided in the Bylaws. Assessments may be made enforceable by civil 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. Assessments may be secured by a lien upon real property to which membership rights are appurtenant, however no action may be brought to foreclose any such lien.

**ARTICLE EIGHT
REGISTERED AGENT AND OFFICE**

The street and mailing address of the initial registered office of the Corporation shall be 11 Market Street, Phillips Creek Road, Garden Valley, Idaho 83622. The name of the Corporation's initial registered agent at such address is KAREN WATTENMAKER.

**ARTICLE NINE
DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of three (3) individuals who are members of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Dan Friend	92 S. Eagle Road, Eagle, ID 83616
Michael Jones	1418 N. 18 th , Boise, ID 83702
Karen Wattenmaker	11 Market Street, Garden Valley, ID 83622

ARTICLE TEN LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article four hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE ELEVEN DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE TWELVE INCORPORATOR

The name and street address of each incorporator of this Corporation are as follows:

NAME

Karen Wattenmaker

ADDRESS

11 Market Street
Garden Valley, ID 83622

ARTICLE THIRTEEN BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.


DATED this 24 day of Feb, 1998.

By: 
KAREN WATTENMAKER, Incorporator

STATE OF IDAHO,)
(ss
County of Bon)

On this 24 day of February, 1998, before me, Lydia Callaway, a Notary Public in and for said State, personally appeared **KAREN WATTENMAKER**, known or identified to be to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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


NOTARY PUBLIC FOR IDAHO
Residing at: Garden Valley
My Commission Expires: 11-27-98

Articles