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State of Idaho

Department of State

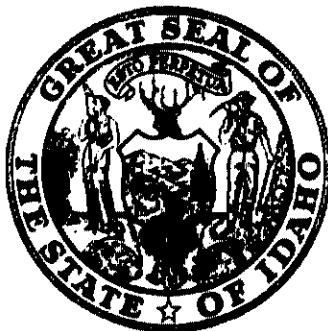
CERTIFICATE OF INCORPORATION OF

UPPER WARM SPRINGS ROAD PROPERTY OWNERS 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 UPPER WARM SPRINGS ROAD PROPERTY OWNERS 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: October 30, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonny Coulson

Corporation Clerk

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ARTICLES OF INCORPORATION

OF

UPPER WARM SPRINGS ROAD PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized 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 I. NAME.

The name of the Corporation is **UPPER WARM SPRINGS ROAD PROPERTY OWNERS ASSOCIATION, INC..**

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the County of Blaine, State of Idaho. The address of the initial registered office is 953 West Warm Springs Road, P.O. Box 781, Ketchum, Idaho 83340, and the name of the initial registered agent at this address is Earl Engelmann.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. To advance the interests of the members in connection with the maintenance of the roads which serve the members in the Upper Warm Springs Road area of Blaine County, which is defined for purposes of these Articles to include the area along Warm Springs Road west of the end of the pavement on Warm Springs Road and including the area to the last residences in the immediate vicinity of Frenchmen's Bend of Warm Springs Creek; and to advance the

interests of the members in connection with issues relating to the Upper Warm Springs Road area of Blaine County;

B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, 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.

ARTICLE VI. 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 V hereof.

ARTICLE VII. MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person who is the owner or occupant of property located in the Upper Warm Springs Road area of Blaine County may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for 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>
Earl Engelmann	P. O. Box 781 953 West Warm Springs Road Ketchum, Idaho 83323

John Broschofsky

P. O. Box 1362
955 West Warm Springs Road
Ketchum, Idaho 83323

Lisa Vierling

P. O. Box 5176
1003 West Warm Springs Road
Ketchum, Idaho 83323

Louis Hayward

P. O. Box 1016
983 West Warm Springs Road
Ketchum, Idaho 83323

Douglas Straud

792 Sunrise Blvd. North
Twin Falls, Idaho 83301

ARTICLE IX. MEMBERSHIP DUES AND ASSESSMENTS.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

Pursuant to Idaho Code Section 30-308A, the members of the corporation may be assessed in such amounts from time to time upon such notice and by such methods as the Board of Directors may prescribe. 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. Assessments may be secured by a lien upon real property to which membership rights are appurtenant.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all 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.] or [. In doing so the Board of Directors shall distribute such assets among so many of the following nonprofit organizations: [List Names] 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 XI. INCORPORATION.

The name and street address of the incorporator is Earl Engelmann, P. O. Box 781, 953 West Warm Springs Road, Ketchum, Idaho 83323.

ARTICLE XII. BYLAWS.

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

DATED this 28TH day of October, 1991.



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