

FILED

May 13 1999

**ARTICLES OF INCORPORATION
OF
CLEAR CREEK SUBDIVISION
HOMEOWNERS' ASSOCIATION, INC.**

IDAHO SECRETARY OF STATE
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The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is Clear Creek Subdivision Homeowners' Association, Inc. Said corporation is hereinafter called the "Association."

ARTICLE II

PRINCIPAL OFFICE AND REGISTERED AGENT

The registered office of the Association is located at 105 Irene Drive, Ketchum, Idaho 83340. The registered agent of the Association at that location is Heidi Baldwin, 105 Irene Drive, Ketchum, Idaho 83340.

ARTICLE III

INCORPORATORS

The incorporator and her address are as follows: Heidi Baldwin, 105 Irene Drive, P.O. Box 3496, Ketchum, Idaho 83340.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The purposes for which the Association is formed are:

(a) The specific and primary purposes for which the Association is formed are to be a residential real estate management association and to provide for the acquisition, construction, management, maintenance and care of real and personal property held by the Association or commonly held by the members of the Association or located in the development and owned by members of the Association and otherwise to act and be operated as a "homeowners' association" as defined in Section 528 of the Internal Revenue Code of 1954, as amended.

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(b) Subject to the provisions of the recorded or to be recorded Declaration of Covenants, Conditions and Restrictions applicable to Clear Creek Subdivision, Blaine County, Idaho (hereinafter referred to as the "Declaration"), the general purposes and powers of the Association are:

(1) To promote the health, safety and welfare of the residents within the development;

(2) To 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, and any supplemental declaration, applicable to the property and recorded or to be recorded in the Office of the Blaine County Recorder and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(3) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the declaration; to pay all expenses in connection therewith 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 of the Association;

(4) To 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;

(5) To borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(6) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and common area;

(7) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Idaho by law may now or hereafter may have or exercise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall in no wise be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE V
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by the Declaration to assessment by the Association, including contract sellers, shall be a member of the Association. The state of Idaho shall be a member so long as it is the owner of a fee interest in any Lot, even though not subject to assessment. The state of Idaho shall be exempt from payment of any Assessments, however, successors in interest from the state of Idaho shall be assessed as with other Lot Owners. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI
VOTING RIGHTS

The authorized number and qualifications of members of the Association, the different classes of members, if any, the property, voting, and other rights and privileges of members, and their liability for assessments and the method of collection thereof, shall be as set forth in the Declaration.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of directors. The number of directors constituting the initial board of directors shall be three (3) directors but, during their term of office or thereafter, the number of directors may be increased or decreased from time to time as may be provided in the Bylaws; provided, however, that the number of directors constituting the board shall not be less than three (3) nor more than five (5).

The initial directors of the Association and their addresses are as follows:

Heidi Baldwin
105 Irene Drive
P.O. Box 3496
Ketchum, ID 83340

Gary Gigot
520 Pike Street, Suite 1800
Seattle, WA 98101

Stanley F. Hamilton
IDAHO DEPARTMENT OF LANDS
954 W. Jefferson Street
P.O. Box 83720
Boise, ID 83720-0050

ARTICLE VIII

DISSOLUTION

Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to the members of the corporation.

ARTICLE IX

LIFE OF THE ASSOCIATION

The Association shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendments of these Articles shall require the vote of the members representing at least seventy-five percent (75%) of each class of the Association members entitled to vote.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 8th day of March, 1999.

Heidi Baldwin
HEIDI BALDWIN