

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
SALISHAN POINT HOMEOWNERS ASSOCIATION, INC.**

2008 JUN 23 PM 1:33  
SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be Salishan Point Homeowners Association, Inc. (hereinafter, the "Corporation").

**ARTICLE II  
TERM**

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

**ARTICLE III  
NON-PROFIT**

This Corporation shall be a non-profit, membership corporation.

**ARTICLE IV  
REGISTERED AGENT**

The location and street address of the initial registered office of this Corporation shall be 608 Northwest Blvd., Suite 401, Coeur d'Alene, Idaho 83814, and Witherspoon, Kelley, Davenport & Toole, P.S. is hereby appointed the initial registered agent of the Corporation.

**ARTICLE V  
PURPOSE AND POWERS OF THE ASSOCIATION**

This Corporation does not contemplate pecuniary gain or profit to its Members. The specific purposes for which the Corporation is formed are to provide for certain regulations of the use and architectural control of the Sites and Common Areas located or to be located in Salishan Point according to the plat thereof recorded or to be recorded in the official records of Bonner County, Idaho (the "Subdivision"), which Sites and Common Areas are a portion of the Property covered by that certain Declaration of Covenants, Conditions and Restrictions for Salishan Point recorded or to be recorded in the official records of Bonner County, Idaho (the "Declaration"); and to promote the health, safety and welfare of the residents within the Subdivision; and for this purpose to:

IDAHO SECRETARY OF STATE  
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(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration, as amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(B) Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration;

(C) Acquire, 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 Corporation under the limitations imposed by the Declaration;

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

(E) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall comply with the requirements of the Declaration; and

(F) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Non-Profit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in the Bylaws and the Declaration, and the amendments and supplements thereto.

## **ARTICLE VI MEMBERSHIP**

Except as otherwise provided in the Declaration, each person or entity holding fee simple interest of record to a Site which is a part of the Property shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Site located in the Subdivision.

## **ARTICLE VII VOTING RIGHTS**

The Members of the Corporation shall have voting rights as set forth in the Declaration.

## **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of three (3) Directors, who need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Corporation, but in no event shall the number be less than three

(3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Keith Carpenter                      16616 N. Dartford  
Spokane, WA 99208

Julie Carpenter                      16616 N. Dartford  
Spokane, WA 99208

Randy Stone                          202 South First  
Sandpoint, ID 83864

#### **ARTICLE IX ASSESSMENTS**

Each Member shall be liable for the payment of Assessments provided for in the Declaration and as set forth in the Bylaws of the Corporation.

#### **ARTICLE X BYLAWS**

The Bylaws of this Corporation may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of a majority of each class of Members. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the Corporation, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declaration.

#### **ARTICLE XI DISSOLUTION**

Upon dissolution of the Corporation, other than incident to a merger or consolidation, the real property and other assets of the Corporation shall be: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created; (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes; or (iii) distributed to the Owners of Sites to be held by them as tenants in common in proportion to the number of Sites within the Subdivision. The election to dissolve, as well as the determination of the type of liquidating distribution, shall be made in accordance with the Bylaws.


#### **ARTICLE XII MEANING OF TERMS**

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration.

**ARTICLE XIII  
INCORPORATOR**

Keith Carpenter, 16616 N. Dartford, Spokane, Washington 99201 is the incorporator of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my band and seal this 27<sup>TH</sup> day of May, 2008.

  
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KEITH CARPENTER