

ARTICLES OF INCORPORATION
OF
THE FAIRWAYS CONDOMINIUMS, INC.

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SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 3. We do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is: The Fairways Condominiums, Inc.

ARTICLE II

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

ARTICLE III

This corporation shall be a non-profit membership corporation.

ARTICLE IV

The street address and post office address of the registered office of this corporation shall be 917 Fairway Drive, P.O. Box 2546, McCall, (Valley County) Idaho, 83638. Agent - Donald J. Trawicki.

ARTICLE V

This corporation 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 this Act.

ARTICLE VI

A. The nature of the business and the object and purpose of this corporation shall be as follows:

1. This corporation (hereinafter referred to as the "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 The Fairways Condominiums which delegates and authorizes this Association to exercise certain functions as the Management Body. The Condominium Declaration for the Fairways Condominiums has been recorded in the Office of the County Recorder of Valley County, State of Idaho, as Instrument

No. 117254, as amended by Instrument No. 192452, and will be further amended to attach a certified copy of these Articles of Incorporation (hereinafter referred to as the "Declaration"), All the words and terms which are capitalized herein shall have the same meaning and definition as contained in the definition section of the Declaration, which definitions are incorporated herein by reference.

2. The Management Body shall have the power to have, exercise and enforce all rights and privileges and 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 Condominium 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 interests of Owners of Condominium Units within the Condominium Project.

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

1. The authority set forth in Title 30, Idaho Code, relating to the organization and conduct of general business corporations.

2. To buy, sell, acquire, hold or mortgage or enter into security agreements, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, hereditaments, and appurtenances of all kinds and wheresoever situated, and of any interests or rights therein, to the same extent as natural persons might or could do, and without limit as to amount.

3. 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 of any interest or rights therein, to the same extent as natural persons might or could do, and without limit as to amount.

4. To borrow money, to 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 corporation.

5. To have one or more offices to carry on all or any part of its operations and business, 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, or 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 otherwise; and either alone or in connection with any firm, person, association or corporation.

6. The foregoing clauses are to be construed both as objects and powers. As hereby expressly provided, an enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the corporation. The corporation shall have the power to do all acts that are necessary and convenient to attain the objects 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 the State of Idaho.

ARTICLE VII

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

B. There shall be one membership in the corporation for each Condominium in The Fairways Condominiums, Inc., as established in the Declaration; the total number of memberships shall not be more than 24. The members of the corporation must be and remain Owners of Condominiums within the Project as set forth in the Declaration, 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.

C. 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, that the rights of membership may be assigned as further security for a loan secured by a lien on a Condominium Unit. 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 a 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 title of the Unit. Members shall not have pre-emptive rights to purchase other memberships in the Association or other Condominium Units in the Project.

D. The voting rights 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 as the term "Common Area" is defined in Section 55-1503, Idaho Code.

E. The total number of votes that attach to membership certificates to be exercised by members of the corporation from and after the date of the incorporation shall be 10,000. Each member shall be entitled to vote the same percentage of the 10,000 votes as he is given percentage in the Common Area.

F. In any election of members of the Board of Directors, every Owner entitled to vote at such election, shall have the right to cast the number of votes to which he is entitled for each of as many candidates as there are directors to be elected. The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be deemed elected. Any Director may be removed from office by a vote of a majority of the votes entitled to be cast in an election of directors. If any or all directors are so removed, new directors may be elected at the same meeting.

G. Except as otherwise expressly stated herein, any of the rights, interests and obligations of the Association set forth herein, or reserved herein, may be transferred or assigned to any other person or entity; provided, however, that no such transfer or assignment shall relieve the Association of any of the obligations set forth herein. Any such transfer or assignment shall not revoke or change any of the rights or obligations of any Owners as set forth herein.

H. The Association may suspend any Owner's voting rights in the Association during any period or periods during which such Owner fails to comply with the Rules and Regulations of the Association, or with any other obligation of such Owner under the Declaration.

I. The following sections of the Declaration dealing with specific voting requirements which require special action of the membership are incorporated herein by reference: Sections 11.4, 12.1, 12.3, 12.4 and 14.2.

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 corporation as provided for in the Declaration, the Idaho Condominium Property Act (Title 55, Chapter 15), and as set forth in the By-Laws of the corporation.

ARTICLE IX

In the event of dissolution or liquidation of The Fairways Condominiums, Inc., after all outstanding indebtedness of the corporation shall have been paid, credits and payments shall be made to the members in accordance with Section 30-3-109, Idaho Code.

ARTICLE X

The By-Laws of this corporation may be altered, amended, or new By-Laws adopted by any regular or special meeting of the corporation called for that purpose by the affirmative vote of the membership of the Association holding two-thirds (2/3) of the voting power of the Association.

ARTICLE XI

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 thereof, including the liability of the members for the payment of assessments, the By-Laws may incorporate by reference the provisions of the Declaration, provided that a true and correct copy of such Declaration is attached and made a part of the By-Laws of the corporation.

ARTICLE XII

The business and affairs of the Association shall be managed and controlled by a Board of Directors. The Board shall consist of five (5) directors; however, the By-Laws of the Association may provide for an increase or decrease in their number, provided that the number of directors shall not be greater than seven (7) or fewer than three (3).

ARTICLE XIII

The names and post office addresses of the Directors are as follows:

<u>Name</u>	<u>Address</u>
A. Kenneth Dunn	P.O. Box 1414 McCall, ID 83638
Donald J. Trawicki	P.O. Box 4087 McCall, ID 83638
Susan McMillan	121 E. Hulls Ridge Court Boise, ID 83702
Dick Adams	123 W. Crestline Drive Boise, ID 83714
Brian Howard	7999 S. Powerline Road Nampa, ID 83686

ARTICLE XIV

The names, post office addresses and signatures of the incorporators follow;

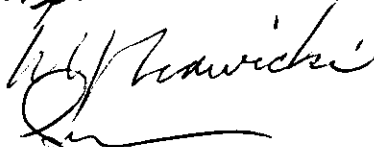
<u>Name</u>	<u>Address</u>
A. Kenneth Dunn	P.O. Box 1414 McCall, ID 83638
Donald J. Trawicki	P.O. Box 4087 McCall, ID 83638
Susan McMillan	121 E. Hulls Ridge Court, Boise, ID 83702

IN WITNESS WHEREOF, we have hereunto set our hands this 8th day of August 2005.

A. Kenneth Dunn



Donald J. Trawicki



Susan McMillan

