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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
PAYETTE LAKES COTTAGE SITES OWNERS ASSOCIATION, INC.
A NONPROFIT CORPORATION**

The undersigned, acting as the incorporator 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 1. NAME

The name of the Corporation shall be PAYETTE LAKES COTTAGE SITES OWNERS ASSOCIATION, INC.

ARTICLE 2. NON-PROFIT STATUS

This Corporation shall be a nonprofit corporation.

ARTICLE 3. DURATION

The period of this Corporation shall be perpetual.

ARTICLE 4. PURPOSES

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

(a) To perform the functions and provide service as set forth in the Declaration of Covenants, Conditions, and Restrictions, Amended Cedar Knoll Acres, Amended Pinecrest Addition and Southwest Payette Cottage Sites, Valley County, Idaho (the "**Declaration**"); and in the Addendum to Declaration of Covenants, Conditions, and Restrictions, State Subdivision - Amended Cedar Knoll Acres, Amended Pinecrest Addition and Southwest Payette Cottage Sites, Valley County, Idaho (the "**Addendum**"). The term "**Declaration**" as used in these Articles shall be deemed to include the aforementioned Declaration together with the Addendum, as the same may be amended from time to time.

(b) To be operated exclusively for the above-stated purposes and for other non-profit purposes within the meaning of Section 528 of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 528.

(c) 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.

ARTICLE 5. MEMBERSHIP

The Corporation shall have two classes of membership, both of which shall be voting membership classes and which shall consist of the following:

(a) Current Owners. The owners of the Lots which are depicted in the Plats, excluding Common Areas, and Lessees of such Lots, as provided in the Addendum; and

(b) Pre-existing Owners. Pre-existing Owners, as defined in the Declaration, who elect to join the Association and subject their Lots to the Declaration and the Association Documents.

ARTICLE 6. NON-STOCK CORPORATION

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

ARTICLE 7. ASSESSMENTS

Assessments shall be levied against the members in accordance with the Declaration. The amount and method of collection of said assessments shall be as provided in the Declaration. Assessments may be made enforceable by civil action upon notice given in writing twenty (20) days before commencement of such action. Assessments may be secured by a lien upon real property to which membership rights are appurtenant, and action may be brought to foreclose any such lien.

ARTICLE 8. 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 4 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 528 of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE 9. 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 528 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 10. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation shall be: 106 North 6th Street, Suite M-2, Boise, ID 83702. The name of the Corporation's initial registered agent at such address is Clayton N. Carley.

ARTICLE 11. MAILING ADDRESS FOR FUTURE CORRESPONDENCE

The mailing address for future correspondence of the Corporation shall be Payette Lakes Cottage Sites Owner's Association, Inc., C/O Clayton N. Carley, 106 North 6th Street, Suite M-2, Boise, ID., 83702.

ARTICLE 12. DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of seven (7) individuals, who shall all be members of the Corporation. The Initial Board shall consist of three (3) individuals, as provided in 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 by the members in the manner and for the term provided in the Bylaws.

The name and mailing address of the persons constituting the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Clayton N. Carley	106 North 6 th Street, Suite M-2, Boise, ID 83702
Bert Armstrong	422 East Balmoral Rd., Boise, ID 83702
David Shuff	2008 N. 17 th St., Boise, Id., 83702

ARTICLE 13. INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
CLAYTON N. CARLEY	106 North 6 th Street, Suite M-2, Boise, ID 83702

ARTICLE 14. BYLAWS

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

DATED this 3rd day of March, 2014.

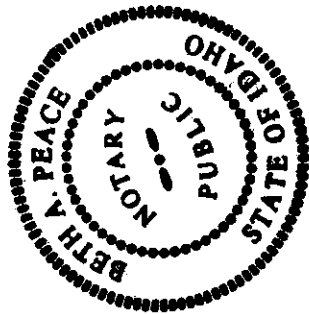


CLAYTON N. CARLEY, Incorporator

STATE OF IDAHO,)
(ss.
County of Ada)

On this 3rd day of March, 2014, before me, Beth A Peace,
a Notary Public in and for said State, personally appeared **Clayton N. Carley**, known or
identified to me 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.



Beth A Peace
NOTARY PUBLIC FOR IDAHO
My Commission Expires: 8/14/2016