



CERTIFICATE OF INCORPORATION
OF

WARM RIVER SUBDIVISION, DANCE HALL FLAT CORPORATION

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 _____

WARM RIVER SUBDIVISION, DANCE HALL FLAT CORPORATION

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 November 16, 19 81.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

WARM RIVER SUBDIVISION, DANCE HALL FLAT CORPORATION

KNOW ALL MEN BY THESE PRESENTS that the undersigned incorporators do hereby make, sign and acknowledge in duplicate, this certificate of our intention to become a body corporate under the Idaho Nonprofit Corporation Law and in that connection state:

FIRST, the name of the corporation for all purposes shall be:

WARM RIVER SUBDIVISION, DANCE HALL FLAT CORPORATION.

SECOND, the corporation shall have perpetual existence.

THIRD, the purposes for which this corporation is organized are as follows:

A. To develop, operate, maintain and improve the Warm River Subdivision, Dance Hall Flat, Fremont County, Idaho.

B. To acquire, develop, extend, operate, maintain, replace, restore, improve and enlarge, a water system, including the right to the use of water; and to acquire, develop, extend, operate, maintain, replace, restore, improve and enlarge a sewer drain field in the area known as Warm River Subdivision, Dance Hall Flat, Fremont County, Idaho, and to such additional areas, if any, as may be hereafter approved by the Board of Directors.

C. To lease, purchase, sell, convey and deal with lands, interests in land, water rights, structures and improvements, all as may be necessary or desirable in carrying out the purposes of the corporation, and without limiting the foregoing, to acquire, develop and maintain common areas, parks, and lands of a similar nature, private roads, utility easements and other easements and rights-of-way, and to improve, beautify and maintain any such lands and any such interest in lands.

D. To perform such architectural control, review and planning duties; to enforce protective covenants, limitations and restrictions governing the use and occupancy of lands and the construction and alterations of structures and improvements upon lands.

E. To establish, maintain and enforce all necessary and reasonable rules and regulations concerning the use of all lands and interest in

lands or property and property rights owned, managed, or held by the corporation.

F. To exercise and carry out all the powers, authority, discretion and duties provided by the Idaho Nonprofit Corporation Act.

G. To charge and collect such fees as may be set by the Board of Directors for the use of facilities or properties owned or operated by the corporation.

FOURTH. Directors: The control and management of the affairs, business, property and funds of the corporation shall be vested in the Board of Directors, to consist of not less than three nor more than seven. The initial Board of Directors shall consist of three members, one of whom shall serve until their successors are elected and qualified. The number of Directors may be changed by the members at any annual meeting where prior notice has been given of the proposed change.

The names and addresses of those who shall manage the affairs of the corporation for the next year of its existence and until the first annual meeting of the members, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Harry J. Lewies	Warm River, Idaho 83420
Lillian L. Lewies	Warm River, Idaho 83420
Julie B. Simmons	Box 593 Ashton, Idaho 83420

Directors need not be residents of the State of Idaho.

FIFTH. Members: The members of this corporation shall be those persons, partnerships or corporations owning title in fee simple to any part of the platted lands known as Warm River Subdivision, Dance Hall Flat, Fremont County, Idaho, and in such additional lands as may from time to time hereinafter be included by approval of the Board of Directors. All persons or associations or corporations acquiring title in fee simple to any of said lands, shall automatically become members of this corporation. No person, corporation or association shall continue to be a member after the person or association no longer holds title in fee simple to any portion of said included lands.

SIXTH. Members Meetings:

1. Meetings of members shall be held once a year in July or August and at the principal office of the corporation or at such other place or places within the State of Idaho as may be determined by the Board of Directors, the place to be stated in the notice of the meetings.

2. There shall be one vote for each lot in the Subdivision.

3. Cumulative voting shall now be allowed: Each member shall be entitled to vote in person or by proxy executed in writing by such member or his attorney in fact, the proxy to be executed and dated within one year of the meeting, unless otherwise expressly provided herein.

4. The Board of Directors shall close the membership transfer books for not less than ten days nor more than fifty days preceding the date of any meeting of members.

The holders of a majority of the total members' votes entitled to vote, present in person or by proxy, shall be a quorum for the transaction of business.

SEVENTH. Assessments and Service Charges:

1. The Board of Directors shall establish and collect charges for the use of water from the Association's (Corporation's) water system; for use and maintenance of sewer drainfield, which charges shall be uniform according to classification and may be by flat rate or by meter, as agreed by the Board of Directors, and may include equitable hookup charges. The Board of Directors shall terminate water and sewer drainfield services after reasonable notice to users who fail to pay water service charges, hookup charges, sewer drainfield charges, or assessments established pursuant to purposes of this corporation, and may require reimbursement of costs and expenses, plus a reconnection fee before service is resumed. All such charges shall be appurtenant to the lot served and the Board of Directors may decline service to any such lot while delinquency exists, regardless of ownership.

2. The Board of Directors shall determine from year to year the amount required in the general fund to meet corporate expenses and shall make an annual assessment of an equal portion of such total amount upon each improved lot in Warm River Subdivision, Dance Hall Flat. A notice of such assessment shall be sent by regular mail to each member owning an improved lot setting forth the amount of the assessment, the

date when the same is due and the place where payment may be made.

3. Every assessment duly levied against any member by the corporation shall become a lien on the lands and improvements to lands owned by such member in the area included within the Association's boundaries. The assessment may be collected by suit of the corporation in the District Court of Fremont County to which shall be added the costs of collection and necessary attorney's fees to be approved by the Court.

Eighth. Officers:

1. The Board of Directors annually shall elect a President, Vice President, and Secretary-Treasurer. The Board may also elect to appoint such other officers as may be determined by the Board. Every officer so elected or appointed shall continue in office until a successor shall be elected and qualified, unless sooner removed. Any officer elected or appointed by the Board may be removed at any time by affirmative vote of a majority of the whole Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

2. Officers shall be entitled to reimbursement of expenses incurred, and only such compensation as shall be expressly approved by a majority of the Board of Directors.

3. The officers shall have such duties as shall be prescribed by the By-Laws.

NINTH. Committees:

The Board of Directors by resolution adopted by majority thereof, may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committee shall have and exercise such authority as may be delegated by the Board of Directors and shall be permitted by law.

TENTH. By-Laws:

The Board of Directors shall have the power, without the assent or vote of the members to make and alter By-Laws of the corporation, and to terminate water service or other Association service for willful failure or refusal to abide by the By-Laws.

ELEVENTH. Board of Directors:

The Board of Directors shall have the power to adopt a corporate seal; to borrow money, to convey or encumber all or any part of the corporate property for any adequate consideration, whenever the Board may deem it in the best interest of the corporation to do so; the instruments of conveyance or encumbrance shall be executed by any two officers of the corporation authorized and directed by the Board to do so.

TWELFTH. Dissolution:

This corporation may be dissolved by the vote of 11/13ths of the votes entitled to be cast by its members, and in accordance with the laws of the State of Idaho. Upon dissolution, the properties and assets of this corporation shall be distributed to its members prorated in the same proportion as the votes entitled to be cast by the members at the time of dissolution, and in accordance with the laws of the State of Idaho.

THIRTEENTH. Registered Office and Registered Agent:

1. The initial registered agent is Harry J. Lewies.
2. The address of the initial registered office is Warm River, Idaho 83420.

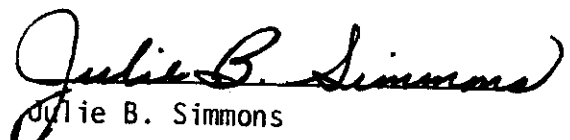
FOURTEENTH, names and addresses of the Incorporators are:

<u>Name</u>	
Harry J. Lewies	Warm River, Idaho 83420
Lillian L. Lewies	Warm River, Idaho 83420
Julie B. Simmons	Box 593 Ashton, Idaho 83420

IN TESTIMONY WHEREOF we have hereunto set our hands and seals this 2nd day of November, 1981


Harry J. Lewies


Lillian L. Lewies


Julie B. Simmons

STATE OF IDAHO)
)
COUNTY OF FREMONT) ss.

I, the undersigned, a notary public, do hereby certify that Harry J. Lewies, Lillian L. Lewies, and Julie B. Simmons, who are personally known to me to be the persons whose names are subscribed in the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument in writing as their free and voluntary act for the purposes and uses therein set forth.

My commission expires: Life

WITNESS my hand and seal this 4 day of Nov, 1981

S. J. Hathaway
Notary Public in and for said
County and State