

**ARTICLES OF INCORPORATION**  
**OF**  
**WINDERMERE SUBDIVISION**  
**HOMEOWNER'S ASSOCIATION, INCORPORATED**

97 AUG 15/1997 09:00  
IDAHO SECRETARY OF STATE  
88-15/1997-09:00  
2367 CT, 23579, BN, 23972  
38.00 = 38.00 INC-MNDP  
C120545

We, the undersigned residents of the State of Idaho, being 18 years of age, do hereby associate ourselves together for the purpose of forming a corporation under the Idaho Non-Profit Corporation Act.

**ARTICLE I**  
**Name**

The name of the corporation shall be WINDERMERE SUBDIVISION HOMEOWNER'S ASSOCIATION, INCORPORATED.

**ARTICLE II**  
**Non-Profit Corporation**

The corporation is a non-profit corporation.

**ARTICLE III**  
**Duration**

The duration of this corporation shall be perpetual.

**ARTICLE IV**  
**Purposes**

To promote the health, safety, and welfare of all persons, firms and corporations owning property in WINDERMERE SUBDIVISION according to the plat thereof, recorded in the records of Teton County, Idaho, such purposes include, but are not limited to: the improvement and maintenance of the common areas, the upkeep of all vacant and unimproved lots, the enforcement of conditions, covenants, and restrictions on and appurtenant to said property, to acquire, own, or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes, to do any and all things necessary to promote the general welfare of the residents and owners of any portions of WINDERMERE SUBDIVISION, to arrange social and recreational functions for its members, and to exercise any and all powers that may be delegated to it from time to time by the owners of real property in the tract. This corporation shall not engage in political activity or pursue political purposes of any kind or character.

## **ARTICLE V**

### **Membership**

The corporation shall be comprised of one class of members, which class shall be comprised of all persons, firms, partnerships, corporations and other entities meeting the qualifications for membership specified in the Bylaws adopted by the corporation and shall have all the right of membership designated therein. Evidence of membership shall be made by the corporation issuing a certificate of membership to each duly qualified member. The members of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation. The management of the corporation shall be vested in its Board of Directors and not in the members and the authority of said Board of Directors shall be as set forth in the Bylaws of the corporation.

## **ARTICLE VI**

### **Assessments**

Assessments may be levied upon all members. The Board of Directors is authorized to fix the amount thereof from time to time, and make them payable at such times or intervals, and upon such notice, and by such methods as the Directors may prescribe. Assessments may be made enforceable by action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. Assessments may be secured by a lien upon real property to which membership rights are appurtenant.

## **ARTICLE VII**

### **Registered Office and Agent**

The address of this corporation's initial registered office and the name of its original registered agent at such address is: Don Thompson, 47 South Main, (P.O. Box 47) Victor, Idaho 83455

## **ARTICLE VIII**

### **Directors**

The number of directors constituting the initial Board of Directors of the corporation is four (4). The names and addresses of the persons who are to serve as initial directors are as follows:

<b>Name</b>	<b>Address</b>
<b>Donald W. Thompson</b>	<b><u>P. O. Box 47</u></b> <b><u>57 East 850 South</u></b> <b><u>Victor, Idaho 83455</u></b> <b><u>Phone: (208) 787-2961</u></b>

Carol Winder Haynes

P. O. Box 455  
860 South Flint Drive  
Victor, Idaho 83455  
Phone: (208) 787-9876

**ARTICLE IX**  
**Incorporators**

The names and addresses of the persons forming this corporation are as follows:

Name	Address
Donald W. Thompson	<u>P. O. Box 47</u> <u>57 East 850 South</u> <u>Victor, Idaho 83455</u>
Carol Winder Haynes	<u>P. O. Box 455</u> <u>860 South Flint Drive</u> <u>Victor, Idaho 83455</u> <u>Phone: (208) 787 9876</u>

**ARTICLE X**  
**Distribution on Dissolution**

The distribution of assets on dissolution will be to its members pro-rata.

These articles of incorporation have been executed on this 11<sup>th</sup> day of AKG,  
1997.

  
DONALD W. THOMPSON, Incorporator

  
CAROL WINDER HAYNES, Incorporator

STATE OF IDAHO            )  
                                  : ss.  
County of Teton            )

On this 11<sup>th</sup> day of August, 1997, before me a Notary Public in and for said State, personally appeared DONALD W. THOMPSON, 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.

Pauline Bagley  
Notary Public for Idaho  
Residing at: Victor  
My Commission expires: 1999

STATE OF IDAHO            )  
                                  : ss.  
County of Teton            )

On this 11<sup>th</sup> day of August, in the year of 1997, before me, a Notary Public in and for said State, personally appeared CAROL WINDER HAYNES, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

Pauline Bagley  
Notary Public for Idaho  
Residing at: Victor  
My Commission expires: 1999