



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

BIG SMOKY NO. 1 OWNERS' ASSOCIATION, INC.

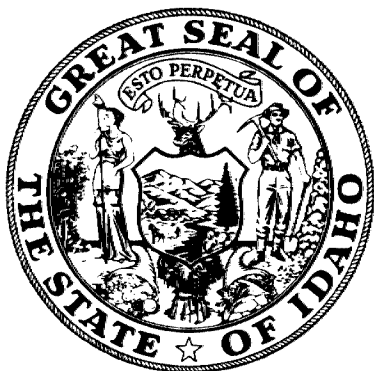
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of **BIG SMOKY**

NO. 1 OWNERS' ASSOCIATION, INC.

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 **August 3**, 19 **88**.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION

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OF

BIG SMOKY NO. 1 OWNERS' ASSOCIATION, INC.

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 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: BIG SMOKY NO. 1 OWNERS' ASSOCIATION, 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 initial location and post office address of the registered office of this corporation shall be 432 West

Lincoln, Nampa, Idaho 83651, and the name of the registered agent is Alvin Thinnes.

ARTICLE V

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

(1) To form a corporation under Title 30, Chapter 3 of the Idaho Code for the purpose of providing an Owners' Association to which all owners of lots located in Big Smoky Subdivision No. 1, according to the plat thereof filed in the Book of Plats at page 19, records of Valley County, Idaho, shall belong for the purposes of owning and maintaining Lot 7 of Big Smoky No. 1 Subdivision and any other common area or facilities to be acquired for the use and enjoyment of the Lot owners.

(2) To form an association in which the rights, privileges, burdens, responsibilities and interests of all Members shall be based upon the ownership of each Lot in Big Smoky No. 1 Subdivision. This corporation shall have all powers incidental to a corporate structure.

(3) To prosecute any violation in law or equity against any person or persons who violate or attempt to violate any provisions of the Big Smoky No. 1 By-Laws or rules and do all acts reasonably necessary or convenient to carry out all of the provisions of the By-laws and Association Rules.

(4) To receive and accept, to take and to hold, directly or indirectly, by bequest, devise, gift, purchase or lease either absolutely or in trust any real or personal property without limitation as to amount or value for any of the purposes and objectives set forth in these Articles of Incorporation.

(5) The corporation shall actively foster, promote and advance the interests of its Members. It shall have the power to transfer or assign such duties, obligations or responsibilities to other persons or entities as may be permitted by the Idaho Corporation Law.

(6) The corporation shall have the power to levy regular or special assessments to fulfill the obligations and purposes set forth in these Articles of Incorporation and in the By-Laws.

B. In addition to the foregoing, where not inconsistent with the laws of the State of Idaho and in particular Title 30, Chapter 3, the corporation shall have the following powers:

(1) To buy, sell, acquire, hold or mortgage, or either into security agreement, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description.

(2) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, condominiums, buildings, and real property, hereditaments and

appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.

(3) To borrow money, to draw, make, accept, enforce, transfer and execute promissory notes, debentures and other evidence 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.

(4) 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 objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Members, and 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 or otherwise, and either along or in connection with any firm, person, association or corporation.

(5) 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 obtain 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 these Articles of Incorporation, and the general corporation laws of the State of Idaho.

ARTICLE VI

In no event shall any income or assets of the corporation be distributed to or inure to the benefit of any Member, director or officer hereof, either directly or indirectly, other than as reimbursement of bona fide expenses in carrying out the instructions and directions of the Board of Directors and the officers in order to accomplish and achieve the purposes and objectives of the corporation.

ARTICLE VII

A. The corporation shall not issue any capital stock but shall issue membership certificates to each Member hereof under the terms and conditions hereinafter set forth. Each Owner of a Lot by virtue of being such an Owner and for so long as he/she is such an Owner, shall be deemed a Member of the corporation. The membership of each Owner shall be appurtenant to said Lot and shall not be transferred, pledged, assigned, leased or alienated in any way except upon the transfer of title to said Lot, and then only to the transferee of title to said Lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to said Lot shall operate automatically to transfer said membership to the new Owner thereof.

B. Members shall be all Owners and each Owner shall be entitled to one vote for each Lot owned. The Owner of each Lot may, by notice to the Association, designate a person (who need not be an Owner) to exercise the vote for such Lot. Said designation shall be revocable at any time by notice to the Association by the Owner. Such powers of designation and revocation may be exercised by the guardian of an Owner's estate or by his conservator, or in the case of a minor having no guardian, by the parent entitled to his custody, or during the administration of an Owner's estate, by his executor or administrator where the latter's interest in said property is subject to administration in his estate.

C. Subsections A and B of this Article (Article VII) shall not be amended without the consent of eighty (80%) percent of the combined number of Lots then within Big Smoky No. 1.

ARTICLE VIII

Each Member shall be liable for payment of all regular and special assessments imposed by the Board of Directors and for payment and discharge of the liabilities of the corporation as determined by the Board of Directors and as set forth in the By-Laws of the corporation.

ARTICLE IX

The By-Laws of this corporation may be altered, amended or new By-Laws adopted at any regular or special meeting of the corporation called for that purpose by the affirmative vote of two thirds (2/3) of the votes entitled to be cast by the

Members present at such meeting.

ARTICLE XI

The business affairs of the corporation shall be managed and controlled by a Board of Directors. The original Board of Directors shall be three (3); however, the By-Laws of the corporation may provide for an increase or decrease in their number, provided that the number of directors shall not be greater than nine (9) nor less than three (3). The names of the original members of the Board of Directors are Alvin Thinnes, William Trammel and Lynn Bush.

ARTICLE XII

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

Alvin Thinnes	432 W. Lincoln, Nampa, ID 83651
William Trammel	8324 Westchester, Boise, ID 83704
Lynn Bush	920 Wildhorse Drive, McCall, ID 83638

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 29th day of July, 1988.

Alvin Thinnes
Alvin Thinnes

William Trammel
William Trammel

Lynn Bush
Lynn Bush