

State of Idaho

Department of State

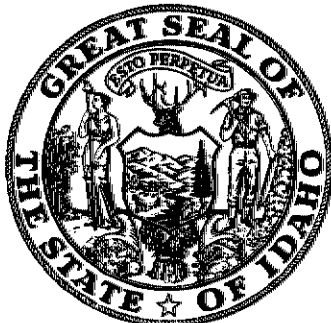
CERTIFICATE OF INCORPORATION OF

WHISKEY ROCK BAY PROPERTY MAINTENANCE ASSOCIATION, INC.
File number C 111825

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 WHISKEY ROCK BAY PROPERTY MAINTENANCE 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 25, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ORIGINAL

AUG 25 9 24 AM '95

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF**

WHISKEY ROCK BAY PROPERTY MAINTENANCE ASSOCIATION, INC.

The undersigned, for the purpose of forming a non-profit corporation, pursuant to the applicable law of the State of Idaho relating to such corporations, do hereby certify and state:

ARTICLE I

The name of the corporation is and shall be **WHISKEY ROCK BAY PROPERTY MAINTENANCE ASSOCIATION, INC.**, hereinafter referred to as the "corporation."

ARTICLE II

The corporation is and shall be a non-profit corporation, and is formed pursuant to, and in accordance with Idaho Code Section 30-3-1, et seq, known as the "Idaho Non-Profit Corporation Act."

ARTICLE III

The name and address of the incorporator of the Association is as follows:

Charlton Mills
517 N. Fourth Ave.
Sandpoint, ID 83864

IDAHO SECRETARY OF STATE

8/25/95 9:00:00 AM
Customer # 6611
IVC960010297 16384

ARTICLES OF INCORPORATION 1

CORPORATION NON PROFIT

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ARTICLE IV

The names and addresses of the initial Board of Directors are:

1. Brent A. Baker
Route 1, Box 34-I
Athol, ID 83801
2. Charlton Mills
517 N. Fourth Ave.
Sandpoint, ID 83864
3. Laura B. Baker
Route 1, Box 34-I
Athol, ID 83801

ARTICLE V

Subject to dissolution in the manner provided by Idaho Law regarding general business corporation, the period of existence and duration of the life of the corporation shall be perpetual.

ARTICLE VI

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the primary purposes for which this corporation is formed are:

To construct, maintain, repair, insure and pay any property taxes on the private dock, roadway, water system and any other commonly held property within that subdivision in Bonner County, Idaho, known as Whiskey Rock Bay Subdivision, according to the plat thereof, recorded in Bonner County, Idaho.

To fix, levy, collect, and enforce payment by any lawful means

of all charges or assessments pursuant to the terms of the By-Laws, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all of the powers conferred by the laws of Idaho upon corporations, as qualified and limited by Idaho Code Section 30-3-1, et seq.

ARTICLE VII

The Corporation shall be formed without capital stock. Every person or entity who is an owner of record of a fee or undivided fee interest in any of lots 2A, 3A, 7, 8A, 9A, 10A, 11A, 12A, which are within Whiskey Rock Bay Subdivision and lots 5 and 6, Block 2, which are within Whiskey Rock Heights Subdivision, according to the plat thereof recorded in Bonner County, Idaho, shall be entitled to membership. Membership in the Association is a right of ownership and is not subject to approval by the Board of Directors or other members of the Association. No expulsion of members or cancellation of voting rights is permitted. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VIII

The principal place of business and the address of the initial

registered office in the State of Idaho of this corporation is Route 1, Box 34-I, Athol, Idaho 83801. The name of the initial registered agent at said address is Brent A. Baker.

The Board of Directors may from time to time establish and maintain in said County and State such other place of business and such other office as may be useful or convenient in transacting the affairs of the Association.

ARTICLE IX

The corporation may be dissolved with the assent given in writing and signed by not less than Seventy Five Percent (75%) of the members. Upon dissolution of the corporation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

Amendment of these Articles shall require the assent of Seventy Five Per Cent (75%) of the entire outstanding votes of the corporation.

ARTICLE XI

Members shall be entitled to one vote for each lot a member

owns within said subdivision.

ARTICLE XII

The affairs of the corporation shall be governed by a Board of Directors composed of three (3) persons, provided that, once there are at least six (6) owners of lots within the subdivision, each director must be a lot owner.

ARTICLE XIII

The Board of Directors of the corporation is authorized to levy assessments upon all members of the corporation. The Board of Directors is further authorized to fix the amount of assessments from time to time, and determine the method of collection of assessments. The Board of Directors is further authorized to make assessments payable at such times or intervals, and upon such notice, and by such methods as said Board of Directors may prescribe.

Delinquent assessments may be enforced by action, upon notice given in writing twenty (20) days before commencement of such action.

Assessments and/or dues of the Association shall constitute a lien upon real property to which membership rights are appurtenant. Said lien shall be prior, senior and superior to any mortgage or other debt instrument recorded subsequent to the recording of these Articles of Incorporation.

ARTICLE XIV

Promptly after the filing of these Articles of Incorporation with the Idaho Secretary of State and the issuance of a Certificate of Incorporation, the first Board of Directors shall cause the corporation to be qualified under section 528 of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the above named incorporator has executed these Articles of Incorporation on this 18th day of August, 1995.



CHARLTON MILLS

Aug 18, 1995