

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

NORTHGATE 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 _____

NORTHGATE 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 16, 19 89.

Pete Cenarrusa
SECRETARY OF STATE

Elizabeth M. Zabala
Corporation Clerk



ARTICLES OF INCORPORATION
OF
NORTHGATE ASSOCIATION, INC.

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SEC. OF STATE

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I, the undersigned, acting as the Incorporator of a nonprofit corporation under the Idaho Nonprofit Corporation Act, Idaho Code § 30-301, et seq., adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is NORTHGATE ASSOCIATION, INC.

ARTICLE II

The corporation shall be a nonprofit membership corporation where pecuniary profit is not an objective.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Idaho Nonprofit Corporation Act. The specific and primary purposes for which the Association is formed are to be a real estate management association and to provide for the management, maintenance, and care of real and personal property held by the Association. No dividends shall be paid and no part of the net income of the corporation, if any, shall be distributed to the members, directors or officers of the corporation, except as otherwise provided herein, in the Declaration or under the laws of Idaho. Except as otherwise provided herein or as may otherwise be required by the context, all terms defined in the Declaration shall have such defined meanings when used herein.

ARTICLE V

Subject to the purposes declared in Article IV, above, and any limitations herein expressed, the corporation shall have and may exercise each and all of the following powers and privileges:

a. The power to do any and all things that the corporation is authorized or required to do under the Declaration, as the same may from time to time be amended, including, without limitation, the specific power to fix,

levy and collect the charges and assessments provided for in the Declaration;

b. The power to purchase, acquire, own, hold, lease, mortgage, sell and dispose of any and all kinds and character of real, personal and mixed property, and while the owner of any of the foregoing, to exercise all rights, powers and privileges appertaining thereto; and

c. The power to do any and all things that a nonprofit corporation may now or hereafter do under the laws of the State of Idaho.

ARTICLE VI

The address of the initial registered office of the corporation shall be Suite 100, 221 Northwood Way, Ketchum, Idaho, the initial mailing address of the corporation is P.O. Box 2180, Sun Valley, ID 83353, and the name of its initial registered agent at such address is Ronald J. Sharp.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Ronald J. Sharp	P.O. Box 2180, Sun Valley, ID 83353
Neil I. Eddy	P.O. Box 2180, Sun Valley, ID 83353
Robert A. Kantor	P.O. Box 2180, Sun Valley, ID 83353

ARTICLE VIII

In the event of dissolution, the assets of the corporation shall be liquidated, the debts and obligations of the corporation shall be satisfied from the proceeds thereof, and the net proceeds, if any, shall be allocated proportionately to each Lot of the Northgate Subdivision.

ARTICLE IX

The name and street address of the Incorporator
is:

<u>NAME</u>	<u>ADDRESS</u>
Ronald J. Sharp	Suite 100, 221 Northwood Ketchum, ID 83340

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles this 8th day of August, 1989.

Ronald J. Sharp
RONALD J. SHARP

STATE OF IDAHO)
COUNTY OF BLAINE) ss.

On this 8th day of August, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared RONALD J. SHARP, known 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 on the day and year first above
written KOD

NOTARY PUBLIC for Idaho
Residing at Ketchum
Commission Expires Lifetime

