

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

WAREHOUSE WEST CONDOMINIUM ASSOCIATION, INC.

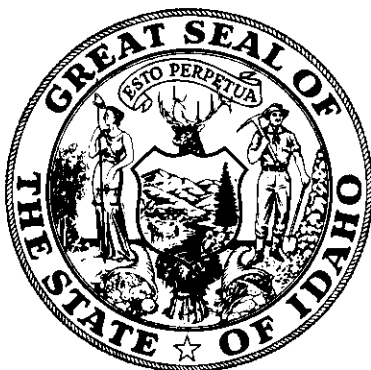
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

WAREHOUSE WEST CONDOMINIUM 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 November 15, 19 82.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
WAREHOUSE WEST CONDOMINIUM ASSOCIATION, INC.

The undersigned, each being a natural person of full age and a citizen of the United States of America, do hereby associate ourselves together for the purpose of forming a nonprofit corporation, pursuant to the applicable laws of the State of Idaho relating to such corporations, and do hereby certify, declare and adopt the following Articles of Incorporation:

1. The name of the corporation is and shall be Warehouse West Condominium Association, Inc., (hereinafter the "Association"). The principal place of business of the Association shall be Blaine County, Idaho, and the Association's address shall be Post Office Box 3010, Ketchum, Idaho, 83340 (street address: Airport Way, Hailey, Idaho, in Friedman Park Subdivision). The registered agent of the corporation, at said address, shall be James J. Doub. *R/O 202 Wildrose Circle Ketchum 83340 as per Jennifer*

2. The Association is and shall be a nonprofit corporation, and is formed pursuant to, and in accordance with, Idaho Code Sections 30-301 through 30-332, inclusive. The Association does not contemplate pecuniary gain or profit to the members thereof. The Association is formed to be a Management Body, as permitted by the provisions of the Idaho Condominium Property Act, Idaho Code Section 55-1501, et seq., and the powers and functions of the Association shall be consistent with the provisions of said Act.

3. Subject to dissolution in the manner provided by Idaho law regarding general business corporations, the life of this Association shall be perpetual.

4. The nature of the business, and the objects and purposes, of this corporation shall be as follows:

(a) This corporation ("the Association") shall be the "Management Body", as defined in Idaho Code Section 55-1503, and as provided for in the terms and conditions of the

Condominium Declaration for Warehouse West (hereinafter the "Declaration"), which Declaration delegates and authorizes this Association to exercise certain functions as the Management Body. The Declaration is to be recorded in the office of the County Recorder of Blaine County, Idaho, together with a copy of these Articles of Incorporation.

(b) The Association shall have the power to exercise and enforce all rights and privileges, and to assume, incur, perform, carry out and discharge all duties, obligations and responsibilities, of a Management Body, as provided for in the Idaho Condominium Property Act and in the Declaration, as such Declaration is originally executed, or if amended, as amended. The Association shall have the power to adopt and enforce rules and regulations covering the use and functioning of the Warehouse West Condominiums, or any area or units thereof, and, in general, to assume and perform all of the functions to be assumed and performed by the Management Body, as provided for in the Declaration. The Association shall have the power to transfer, assign or delegate any or all of such duties, obligations or responsibilities to other persons or entities, as permitted or provided for in the Idaho Condominium Property Act, the Declaration, or in an agreement executed by the Association with respect to such assignment or delegation. The Association shall actively foster, promote, and advance the interests of all owners of condominium units in the Warehouse West project.

(c) The Association shall fix, levy, collect, and enforce payment by any lawful means, of all charges or assessments, including annual and special assessments, which may be deemed necessary to properly manage and maintain the Association and the Warehouse West Condominiums, and to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of

the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(d) 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 Sections 30-301 through 30-332, inclusive.

5. Every person or entity who is a record owner of a condominium unit in the Warehouse West project shall be a member of the Association, and shall be entitled to receive a certificate of membership. There shall be one membership in the Association for each condominium unit in Warehouse West, as established in the Declaration. The members of the Association must be and remain owners of condominium units within the project, and the Association shall include all owners of condominium units within said project. If title to a condominium unit is held by more than one person or entity, the membership relating to that condominium shall be shared by all such persons or entities in the same proportionate interest and the same type of tenancy in which the title to said condominium is held.

No person or entity other than an owner may be a member of the Association. A member shall not assign or transfer his membership certificate, except in connection with the transfer or sale of a condominium unit. Every person who is an owner of any condominium unit in Warehouse West shall be required to be a member of the Association and remain a member so long as such person or entity shall retain the ownership of such a condominium unit. Membership in the Association is declared to be appurtenant to the title of the condominium unit upon which such membership is based, and said membership automatically shall pass with the

sale or transfer of the title of said condominium unit. Members shall not have pre-emptive rights to purchase other memberships in the Association, or other condominium units in the project.

The voting rights of a member of the Association shall be determined by the owner member's percentage interest in the common area of the condominium project, as described in the Declaration. Therefore, the voting rights of each member owner may not in all cases be equal. The Declaration, or any exhibit attached thereto, shall set forth the percentage interest of each owner member in the common area, which interest shall depend upon the number and type of condominium units owned. Each member shall be entitled to vote each membership owned according to the percentage that the condominium represented by any such membership has in the common area. The voting rights and interests of new members shall be determined in the same manner as such percentage interests and rights were determined for old members.

6. Each member shall be liable for the payment of assessments provided for in the Declaration, and for the payment and discharge of the liabilities of the Association, as provided for in the Declaration, the Idaho Condominium Property Act, and as set forth in the By-Laws of the Association.

7. The affairs of the Association shall be managed by a Board of Directors, each member of which shall be a member of the Association. The number of directors of the Association shall be three (3). The number of directors may be changed by amendment of the By-laws of the Association. Said directors shall serve for a term of one year and until their respective successors are elected, or until resignation or removal; provided, that if any director ceases to be an owner of a condominium unit, his membership and tenure as a

director shall thereupon terminate. The following persons are appointed to act as initial directors until the first election of directors:

<u>Name</u>	<u>Address</u>
James J. Doub	P.O. Box 624, Sun Valley, Idaho 83353
Thomas P. Ziegler	P.O. Box 2020, Ketchum, Idaho 83340
Mark Christopher Brown	P.O. Box 1074, Sun Valley, Idaho 83353

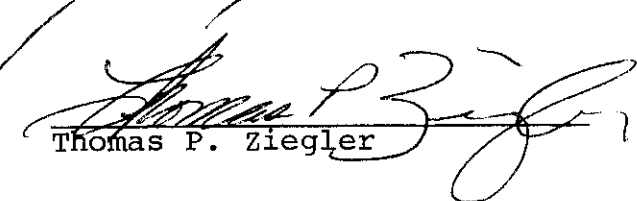
8. These Articles of Incorporation may be amended by the membership of the Association, but such amendment shall require the affirmative vote of three-quarters of the entire membership.

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

<u>Name</u>	<u>Address</u>
James J. Doub	P.O. Box 624, Sun Valley, Idaho 83353
Thomas P. Ziegler	P.O. Box 2020, Ketchum, Idaho 83340
Mark Christopher Brown	P.O. Box 1074, Sun Valley, Idaho 83353

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands this 11th day of Nov., 1982.

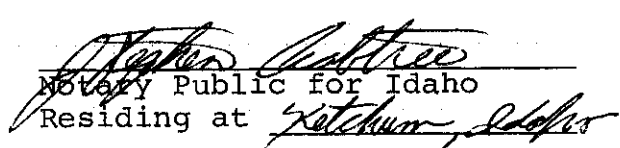

James J. Doub


Thomas P. Ziegler


Mark Christopher Brown

STATE OF IDAHO)
) ss.
County of Blaine)

On this 11th day of November, 1982, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared James J. Doub, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.


Notary Public for Idaho
Residing at Ketchum, Idaho

STATE OF IDAHO)
) ss.
County of Blaine)

On this 11th day of November, 1982,
before me, the undersigned Notary Public in and for the
State of Idaho, personally appeared Thomas P. Ziegler, known
to me to be the person whose name is subscribed to the
within instrument, and acknowledged to me that he executed
the same.

J. Stephen Cabbier
Notary Public for Idaho
Residing at *Pritchard Idaho*

STATE OF IDAHO)
) ss.
County of Blaine)

On this 11th day of November, 1982,
before me, the undersigned Notary Public in and for the
State of Idaho, personally appeared Mark Christopher Brown,
known to me to be the person whose name is subscribed to the
within instrument, and acknowledged to me that he executed
the same.

J. Stephen Cabbier
Notary Public for Idaho
Residing at *Pritchard Idaho*