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ARTICLES OF INCORPORATION  
OF  
CSM CONDO ASSOCIATION, INC.

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is CSM CONDO ASSOCIATION, INC., hereinafter called "**Association.**"

ARTICLE II

NONPROFIT STATUS

The Association is a nonprofit corporation.

ARTICLE III

DURATION

The period of duration of the Association is perpetual.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The purposes for which the Association is formed are:

a. The specific and primary purposes for which the Association is formed are to be a residential real estate management association and to provide for the acquisition, construction, management, maintenance and care of real and personal property held by the Association or commonly held by the members of the Association or located in the CSM Condominiums, in Hailey, Idaho (the "**Project**") and owned by members of the Association, to act and be operated as a "homeowners' association" as defined in Section 528 of the Internal Revenue Code of 1954, as amended, and to otherwise act and exist consistent with the provisions of the Idaho Condominium Property Act, Chapter 15, Title 55, Idaho Code.

b. Subject to the provisions of the Declaration of Covenants, Conditions, and Restrictions Establishing a Plan of Condominium Ownership for CSM

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CSM CONDO ASSOCIATION, INC. - 1

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Condominiums, as shall be recorded in the official records of Blaine County, Idaho, and any supplemental rules, guidelines and/or declaration applicable to the Project and recorded or to be recorded in the Office of the Blaine County Recorder, and as the same may be amended from time to time as therein provided, (hereinafter collectively referred to as the "**Declaration**"), said Declaration being incorporated herein as if set forth at length, the general purposes and powers of the Association are:

(1) To promote the health, safety and welfare of the owners within the Project;

(2) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(3) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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;

(4) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(5) To borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(6) To dedicate, sell or transfer all or any part of the common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

(7) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and common area;

(8) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Act by law may now or hereafter have or exercise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall in no wise be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association

shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

#### ARTICLE V

##### BOARD OF DIRECTORS

The affairs of this Association shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) individuals, each of whom need not be members of the Association. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the members of the Association in the manner and for the term provided in the Bylaws of the Association.

The names and street addresses of the persons constituting the initial Board of Directors are:

Scott Miley, 1760 Lear Lane, Hailey, Idaho 83333
Jane Miley, 1760 Lear Lane, Hailey, Idaho 83333
Bruce Smith, 280 River Street East, Ketchum, Idaho 83340

#### ARTICLE VI

##### PRINCIPAL OFFICE AND REGISTERED AGENT

The initial principal office and mailing address of the Association is 1760 Lear Lane, P.O. Box 3271, Hailey, Idaho 83333. The initial registered agent of the Association is Scott Miley.

#### ARTICLE VII

##### INCORPORATOR

The incorporator and his address are as follows:

Adam B. King  
Attorney at Law, PC  
P.O. Box 4962  
Ketchum, Idaho 83340  
abk@ketchumlegal.com

## ARTICLE VIII

### MEMBERSHIP

The Association shall have members. Every person or other legal entity who is an Owner, whether one or more persons or legal entities, of fee simple title to any Unit (the "Owners"), shall be and remain a member of the Association. Each Owner consents to such membership in the Association by virtue of being a Unit Owner. A membership in the Association shall not be assignable, except to the successor in interest of the Owner and a membership in the Association shall be appurtenant to and inseparable from the Unit owned by such Owner. A membership in the Association shall not be transferred, pledged or alienated in any way except upon the transfer of title to said Unit and then only to the transferee of title to said Unit.

## ARTICLE IX

### VOTING RIGHTS

The authorized number and qualifications of members of the Association, the different classes of members, if any, the property, voting, and other rights and privileges of members, and their liability for assessments and the method of collection thereof, shall be as set forth in the Bylaws and/or Declaration. Cumulative voting is allowed.

## ARTICLE X

### DISSOLUTION

The Association may be dissolved as provided by law.

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the Fifth Judicial District of the State of Idaho, in and for Blaine County as said court shall determine.

## ARTICLE XI

### NONPROFIT LIMITATIONS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the

Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax.

## ARTICLE XII

### BYLAWS

Provisions for the regulation of the internal affairs of the Association shall be set forth in the Bylaws.

## ARTICLE XIII

### AMENDMENTS

Amendments of these Articles shall require the approval of the members of each class by fifty-one percent (51%) of the votes cast by each class, or a majority of the voting power of each class, whichever is less. The number of votes to which each member is entitled is set forth in the Bylaws and/or the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation this 19<sup>th</sup> day of July, 2010.



Adam B. King, Incorporator