

FILED**98 NOV 24 AM 8:55****SECRETARY OF STATE
STATE OF IDAHO****ARTICLES OF INCORPORATION
OF****WHIPKEY STREET PROPERTY OWNERS' ASSOCIATION, INC.****A NONPROFIT CORPORATION**

The undersigned, acting as the incorporators of a corporation under, and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (Act) adopt the following Articles of Incorporation for the Corporation

**ARTICLE ONE
NAME**

The name of the Corporation shall be WHIPKEY STREET PROPERTY OWNERS' ASSOCIATION, INC.

**ARTICLE TWO
NON-PROFIT STATUS**

This Corporation shall be a nonprofit corporation.

**ARTICLE THREE
DURATION**

The period of this Corporation shall be perpetual.

**ARTICLE FOUR
PURPOSES**

The purposes for which the Corporation is organized are as follows:

(A) To provide for the acquisition, construction, management, maintenance, regulation, preservation and care of certain real property known as "Whipkey Street", a private road in Valley County, Idaho, which runs from Warren Wagon Road to the high water mark of Payette Lake, subject to the rights of ingress and egress reserved in the quitclaim deed effecting the transfer of Whipkey Street to the Corporation.

(b) To engage in all such activities as are incidental or conducive to the attainment of the objectives of the Corporation and any other activities which are permitted to be done by a nonprofit corporation under the Act or any other laws that may now or hereafter be applicable or available to this Corporation. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

IDAHO SECRETARY OF STATE

11/24/1998 09:00
CX: 1845 CT: 97617 DH: 464352

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ARTICLE FIVE NON-STOCK CORPORATION

This Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its members.

ARTICLE SIX MEMBERS

The Corporation shall have one (1) class of membership in accordance with the Bylaws.

ARTICLE SEVEN ASSESSMENTS

Assessments shall be levied against the members in equal proportion, in accordance with the Bylaws. The amount and method of collection of said assessments shall be as provided in the Bylaws. Assessments may be made enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing thirty (30) days before commencement of such action or such forfeiture. Assessments may be secured by a lien upon real property to which membership rights are appurtenant, however no action may be brought to foreclose any such lien.

ARTICLE EIGHT LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation 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 four hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE NINE DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of liabilities of the Corporation, distribute all the assets of the Corporation to a public body or to a non-profit organization with similar purposes, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located,

exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE TEN REGISTERED AGENT AND OFFICE

The street and mailing address of the initial registered office of the Corporation shall be P.O. Box 9376, 1417 1/2 Grove Street, Boise, Idaho 83707-9376. The name of the Corporation's initial registered agent at such address is Dennis McDowell.

ARTICLE ELEVEN DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) individuals who are members of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Dennis McDowell	P.O. Box 9376, Boise, ID 83707-9376
Timothy Armstrong	<u>8891 W Duck Lake Dr Boise Id</u>
Milford Terrell	<u>83714</u>
John Foster	

ARTICLE TWELVE INCORPORATORS

The name and street address of each incorporator of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dennis McDowell	P.O. Box 9376, Boise, ID 83707-9376
Timothy Armstrong	<u>8891 W Duck Lake Dr Boise Id</u>
Milford Terrell	<u>83714</u>
John Foster	
David Giles	<u>3066 S. WHITEPOST, EAGLE, ID 83616</u>

NOTARY PUBLIC FOR IDAHO

Residing at: _____

My Commission Expires: _____

ARTICLES OF INCORPORATION - 4

TOTAL P.05

STATE OF IDAHO)

County of Ada) (ss

On this 9 day of ~~October~~ ^{November}, 1998, before me, Dolores Sharts, a Notary Public in and for said State, personally appeared ~~TIMOTHY HARRINGTON~~ ^{MILTON TERRY}, known or identified 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, the day and year in this certificate first above written.

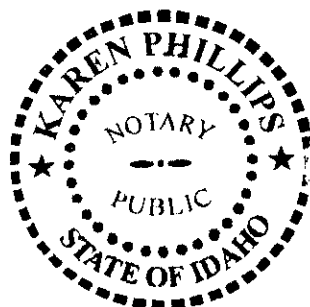
Dolores Sharts
 NOTARY PUBLIC FOR IDAHO
 Residing at: Boise, Idaho
 My Commission Expires: 8/15/02

STATE OF IDAHO)

County of Ada) (ss

On this 23rd day of ~~October~~ ^{November}, 1998, before me, Karen Phillips, a Notary Public in and for said State, personally appeared ~~TIMOTHY HARRINGTON~~ ^{MILTON TERRY}, known or identified 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, the day and year in this certificate first above written.



Karen Phillips
 NOTARY PUBLIC FOR IDAHO
 Residing at: Boise
 My Commission Expires: 9/15/01

ARTICLE THIRTEEN BYLAWS

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

DATED this 23 day of ~~October~~ ^{Nov}, 1998.

By: [Signature]
DENNIS McDOWELL,
Incorporator

By: [Signature]
TIMOTHY ARMSTRONG,
Incorporator

By: [Signature]
MILFORD TERRELL,
Incorporator

By: [Signature]
JOHN FOSTER,
Incorporator

By: [Signature]
DAVID GILES,
Incorporator

STATE OF IDAHO)
(ss
County of Ada)

On this 18 day of Nov, 1998, before me, [Signature], a Notary Public in and for said State, personally appeared **DENNIS McDOWELL**, known or identified to be 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, the day and year in this certificate first above written.

[Signature]
NOTARY PUBLIC FOR IDAHO
Residing at: Ada W
My Commission Expires: 3-5-2003

STATE OF IDAHO)

County of Ada) (ss

On this 10 day of ~~October~~ ^{November}, 1998, before me, Natalie Bravo, a Notary Public in and for said State, personally appeared **JOHN FOSTER**, known or identified to be 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, the day and year in this certificate first above written.



Natalie Bravo
NOTARY PUBLIC FOR IDAHO

Residing at: Marquette

My Commission Expires: 2-19-04

STATE OF IDAHO)

County of Ada Co.) (ss

On this 18 day of ~~October~~ ^{NOVEMBER}, 1998, before me, David Giles, a Notary Public in and for said State, personally appeared **DAVID GILES**, known or identified to be 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, the day and year in this certificate first above written.

David Giles

NOTARY PUBLIC FOR IDAHO

Residing at: Ada Co

My Commission Expires: 3-5-2003

articles