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STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
UPPER JOHNSON CREEK OWNERS ASSOCIATION,  
INCORPORATED,  
A NON-PROFIT IDAHO CORPORATION**

The undersigned hereby forms a non-profit corporation under the provisions of Title 30, Chapter 3, Idaho Non-Profit Corporation and Company Act and Amendments thereto.

**ARTICLE 1 -- NAME**

The name of the corporation is "Upper Johnson Creek Owners Association, Incorporated" hereinafter called "the Association."

**ARTICLE 2 -- REGISTERED OFFICE AND AGENT**

The name of the initial Registered Agent of the Association is Creed Noah. The street address of the Registered Office is 35 Superior Street, Cambridge, Idaho 83610, and the mailing address is P.O. Box 268, Cambridge, Idaho 83610. The corporation may maintain offices in places of business as such other places as the Board of Directors may determine.

**ARTICLE 3 -- PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to: provide for the maintenance, preservation and management of the private road and utility easement servicing the Benefitted Tracts as described in the Private Road and Utility Easement and Maintenance Declaration recorded in the records of Adams County, Idaho, under Recording No. 99886 on June 8, 2001; and to procure insurance for the assets held by the Association; and to promote the health, safety and welfare of the owners of all lots on the Property, and for this purpose 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 Articles as amended from time to time, and the Declaration, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length; and any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

#### **ARTICLE 4 -- MEMBERSHIP AND VOTING**

Provisions for the qualification and voting rights of members of the Association are as set forth in the Declaration and the Bylaws of the Association, as the same may be amended from time to time.

#### **ARTICLE 5 -- BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of at least three (3) Directors, the specific number thereof being as specified in the Bylaws of the Corporation, who must be members of the Association. The names and addresses of the persons who shall serve in the capacity of directors until the selection of their successors are:

Kenneth K. Cederstrand

P. O. Box 18213  
Seattle, WA 98118

Eugene R. Cederstrand

P. O. Box 18213  
Seattle, WA 98118

Robert F. Blaha

3095 Holl Drive  
Eagle, ID 83616

#### **ARTICLE 6 -- LIABILITY**

To the fullest extent permitted by Idaho law, the Association hereby covenants to defend, indemnify and hold harmless the Directors of the Association for acts undertaken during the course of their service as Directors of the Association.

#### **ARTICLE 7 -- DISSOLUTION**

The Association may be dissolved by removal of the Property from the provisions of the Private Road Easement and Maintenance Declaration as described in Article 3 above and by the recording of an amendment to such Declaration signed by persons owning two-thirds (66-2/3) or more of the Tracts covered by such Declaration in accordance with Section 5 of such Declaration. In the event of dissolution or liquidation of the Association, after all outstanding indebtedness of the Association shall have been paid, the capital contributed by Members shall be repaid to Members on a pro rata basis based upon the then membership of the Association, provided that any final distribution shall comply with all applicable laws as determined by the Board.

#### **ARTICLE 8 -- DURATION**

The corporation shall exist perpetually unless dissolved in accordance with Article 7 herein.

## ARTICLE 9 -- INCORPORATOR

The name and address of the incorporator is Wilderness West, L.L.C., a Washington limited liability company, whose office is 7621 Rainier Ave. South, Seattle, WA 98118, and whose mailing address is P.O. Box 18213, Seattle, WA 98118.

DATED this 6<sup>th</sup> day of June, 2001.

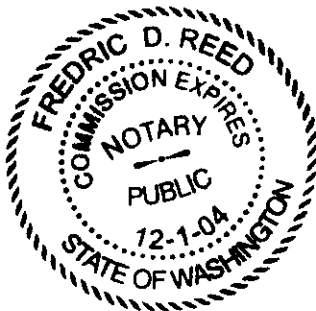
**WILDERNESS WEST, L.L.C., a Washington  
limited liability company**


Kenneth K. Cederstrand  
Kenneth K. Cederstrand, Member/Manager

STATE OF WASHINGTON )  
 ) ss.  
County of King )

I certify that I know or have satisfactory evidence that Kenneth K. Cederstrand is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the Member/Manager of Wilderness West, L.L.C., to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED this 6<sup>th</sup> date of June, 2001.



  
Name (printed): Fredric D. Paul  
Notary Public in and for the State  
of Washington, residing at Seattle  
My commission expires: 12-1-64