

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

GROUSE MEADOWS OWNERS' ASSOCIATION, INC.
File number C 107601

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 GROUSE MEADOWS OWNERS' 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: September 8, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sipe*

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ARTICLES OF INCORPORATION OF
GROUSE MEADOWS OWNERS' ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, being over the age of eighteen (18) years of age, and for the purpose of forming a corporation under the Idaho Non-Profit Corporation Act, hereby certify and adopt, in duplicate, the following Articles of Incorporation.

ARTICLE I.

The name of the Corporation (hereinafter called "Association") is GROUSE MEADOWS OWNERS' ASSOCIATION, INC.

ARTICLE II.

This Association is organized pursuant to the Idaho Non-Profit Corporation Act, and is a non-profit corporation.

ARTICLE III.

The Association shall exist perpetual.

ARTICLE IV.

PURPOSES AND POWERS OF THE ASSOCIATION

This Association does not contemplate the distribution of gains, profits, or dividends to its members, and the specific primary purposes for which it is formed are to provide for the organization, maintenance and management of the subdivision known as Grouse Meadows, and any additions hereto as may hereafter be brought within the jurisdiction of this Association for this purpose, in accordance with the Declarations of Covenants, Conditions, and Restrictions of Grouse Meadows recorded at Instrument No. _____ in the records of Kootenai County, State of Idaho, on _____, 199__.

In furtherance of said purposes, this Association shall have power to:

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- (a) Perform all of the duties and obligations of the Association as set forth in the Bylaws;
- (b) Fix, collect and enforce assessments as set forth in the Bylaws;
- (c) Pay all expenses and obligations incurred by the Association in the conduct of its business including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Association property;
- (d) To borrow from any source, money, goods or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefor in any manner permitted by law;
- (e) To buy, lease, hold and exercise all privileges of ownership in and to the real or personal property as may be necessary or convenient for the conduct and operation of the business of the Association, or incidental thereto. No such dedication or transfer shall be effective unless an instrument has been signed by sixty-seven percent (67%) of the voting power of members other than the Declarant;
- (f) To acquire and to hold, own and exercise all rights of ownership in, and to, sell, transfer or pledge shares of capital stock or bonds or become a member or a stockholder of any corporation or Association engaged in any related activities;
- (g) To establish reserves to invest the funds thereof in stocks, bonds, and other property as the Board of Directors may deem satisfactory;
- (h) To levy assessments in such manner and in such amount as may be provided in the Bylaws of this Association and the Declaration of Covenants, Conditions and Restrictions of Grouse Meadows as recorded in the records of Kootenai County, Idaho,

2. ARTICLES OF INCORPORATION

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and to provide for the manner of collection of assessments for services furnished its members and the enforcement thereof.

- (i) To have and to exercise all powers, privileges and rights which a Corporation organized under the Idaho Non-Profit Corporation Act now or hereafter has or exercise, and all powers and rights incidental in carrying out the purposes for which this Association is formed, except such as are inconsistent with the express provisions of the act under which this Association is incorporated.

ARTICLE V. MEMBERSHIP AND VOTING RIGHTS

1. Membership: The Bylaws and Declaration of Covenants, Conditions and Restrictions of Grouse Meadows as recorded in the records of Kootenai County, Idaho, shall provide the terms and conditions of membership.

2. Transferred Membership: Membership in the Association shall not be transferred, pledged, or alienated in any way, except as set forth in the Bylaws and Declaration of Covenants, Conditions and Restrictions of Grouse Meadows as recorded in the records of Kootenai County, Idaho, referenced herein.

3. Classes of Membership: The Association shall have one class of voting membership which shall consist of the members of said Association.

4. Fees: Membership fees shall be fixed and regulated by the Bylaws and Declaration of Covenants, Conditions and Restrictions of Grouse Meadows as recorded in the records of Kootenai County, Idaho and referenced herein. Each member whose fees are fully paid and who is not in arrears regarding payments for membership shall be entitled to one vote at any meeting of the members of the Association, for each membership certificate held. Assessments against members, and a determination of their liability, shall be fixed by the Bylaws and Declaration of Covenants, Conditions and Restrictions of

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Grouse Meadows as recorded in the records of Kootenai County, Idaho, which shall provide for the manner of collection and its enforcement and also for the lapse of membership and forfeiture of the right to the incidents of the Association.

5. Allocation of Fees: This Association is organized as a non-profit Association for the mutual benefit of its members and will not have profits. All fees received for admission of members shall be placed in the surplus fund to be used only for the payment of indebtedness, repairs, building and maintenance. After all expenses of the Association are paid each year, and a reasonable reserve as determined by the Board of Directors set aside, any income of the Association in excess thereof shall be used to reduce the charges for the next year's obligations.

6. Voting Rights: Each member shall be entitled to one vote as it relates to petitions, referendums, annual meetings and general membership meetings.

7. General: The management of the Association's affairs is to be vested in its members pursuant to Idaho Code Section 30-3-63. Further guidelines and rules governing such membership and the rights of the members are set forth in the Bylaws of this Association and Declaration of Covenants, Conditions and Restrictions of Grouse Meadows as recorded in the records of Kootenai County, Idaho.

ARTICLE VI. REGISTERED AGENT AND OFFICE

The initial registered agent of the Association shall be THOMAS G. ANDERL, and the street address of the initial registered office shall be 8191 LochHaven Drive, Hayden Lake, Idaho 83835.

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ARTICLE VII.
BOARD OF DIRECTORS; INCORPORATORS

The affairs of this Association shall initially be managed by a Board of at least THREE (3) Directors, also known as the Board of Managers. All Directors must be members of the Association. Commencing with the first meeting of the Association, the number of Directors shall be determined as provided in the Bylaws of the Association. The names and addresses of the incorporators and the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>N A M E</u>	<u>A D D R E S S</u>
Thomas G. Anderl	8191 LochHaven Drive Hayden Lake ID 83835
John Beutler	8191 LochHaven Drive Hayden Lake ID 83835
Ann Beutler	8191 LochHaven Drive Hayden Lake ID 83835

ARTICLE VIII.
DISSOLUTION OF CORPORATION

Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX.
AMENDMENTS

These Articles of Incorporation may be amended by a vote at a meeting of the members having voting rights, which may be either an annual or special meeting as provided in the Idaho Non-Profit Corporation Act for the giving of notice of meeting of members. The proposed amendment shall be adopted upon

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receiving at least sixty-seven percent (67%) of the votes which members present at such meeting in person or by proxy are entitled to cast by the terms of the Bylaws.

For the purposes of forming this Association under the laws of the State of Idaho, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 1st day of July, 1994.

John Beutler
JOHN BEUTLER

Thomas G. Anderl
THOMAS G. ANDERL

Ann Beutler
ANN BEUTLER

STATE OF IDAHO)
County of Kootenai)

ss.

On this 24th day of August, 1994, before me, Janet Lee, a Notary Public for the State of Idaho, personally appeared THOMAS G. ANDERL known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and seal the day and year in this certificate first above written.

Janet Lee
Notary Public for Idaho
Residing in: 10577 Tanager
Commission Expires: Jan 28, 1997

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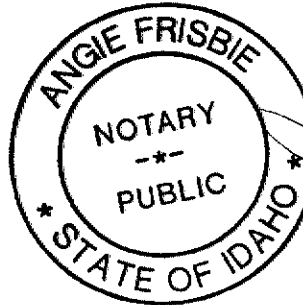
STATE OF IDAHO)

ss.

County of Kootenai)

On this 25 day of August, 1994, before me, Angie Frisbie, a Notary Public for the State of Idaho, personally appeared JOHN BEUTLER and ANN BEUTLER known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and seal the day and year in this certificate first above written.



Angie Frisbie
Notary Public for Idaho
Residing in: Coeur d'Alene
Commission Expires: 1-25-2000

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