

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

NORTH COUNTRY HOMEOWNERS' 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 _____

NORTH COUNTRY HOMEOWNERS' 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 May 20, 19 82.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
NORTH COUNTRY HOMEOWNERS' ASSOCIATION, INC.

The undersigned, acting as incorporator(s) of a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is NORTH COUNTRY HOMEOWNER'S ASSOCIATION, INC., hereinafter called "Association".

ARTICLE II

PRINCIPAL OFFICE AND REGISTERED AGENT

The location and principal office of the Association is 319 Walnut Avenue, Ketchum, Idaho and the post office address is P. O. Box 297, Ketchum, Idaho 83340. The registered agent of the Association is Edward A. Lawson.

ARTICLE III

INCORPORATORS

The incorporator(s) and their addresses are as follows:

Robert G. Stevens	P. O. Box 525 Ketchum, Idaho 83340
B. Craven Young	P. O. Box 808 Ketchum, Idaho 83340
Janice K. Clinkenbeard	P. O. Box 1199 Sun Valley, Idaho 83353

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 to act and be operated as a "homeowners association" as defined in Section 528 of the Internal Revenue Code of 1954, as amended.

(b) Subject to the provisions of the recorded or to be recorded Declaration of Covenants, Conditions and Restrictions applicable to the development (hereinafter referred to as the "Declaration"), the general purposes and powers of the Association are:

(1) To promote the health, safety and welfare of the residents within the development;

(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 that certain Amended and Restated North Country Subdivision Declaration of Protective Covenants, hereinafter called the "Declaration", applicable to the property 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, said Declaration being incorporated herein as if set forth at length;

(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 have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Idaho 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

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by the Declaration to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VI

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.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of three (3) directors, who shall be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association.

The initial directors of the Association and their addresses are as follows:

Robert G. Stevens	P. O. Box 525 Ketchum, Idaho 83340
B. Craven Young	P. O. Box 808 Ketchum, Idaho 83340
Janice K. Clinkenbeard	P. O. Box 1199 Sun Valley, Idaho 83353

ARTICLE VIII

DISSOLUTION

The Association may be dissolved as provided by law.

ARTICLE IX

The Association shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendments of these Articles shall require the vote of the members representing at least seventy-five percent (75%) of the Association members entitled to vote.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 14 day of May, 1982.

Robert G. Stevens
Robert G. Stevens

B. Craven Young
B. Craven Young

Janice K. Clinkenbeard
Janice K. Clinkenbeard

STATE OF Idaho)
COUNTY OF Blaine) ss.

On this 14th day of May, 1982, before me, the undersigned, a Notary Public in and for said county and state, personally appeared ROBERT G. STEVENS, B. CRAVEN YOUNG and JANICE K. CLINKENBEARD, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

[Signature]
Notary Public for Idaho
Residing at Blaine County

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