



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

RIVER PARK PROPERTY OWNERS 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 _____

RIVER PARK PROPERTY 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 November 8, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION

OF

RIVER PARK PROPERTY OWNERS ASSOCIATION, INC.

In compliance with the requirements of the Idaho Code and the undersigned, all of whom are residents of the State of Idaho, and natural citizens of the United States of America, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a Corporation, not for profit, pursuant to Idaho Code, hereby certify the following:

ARTICLE I

The name of the corporation is RIVER PARK PROPERTY OWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 106 Sequoia, Post Falls, Idaho, 83854.

ARTICLE III

Kenneth P. Johnson, whose address is 106 Sequoia, Post Falls, Idaho, is hereby appointed and the initial registered agent of this association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the member thereof, and the specific purposes for which it is formed are to provide for the creation, preservation, and maintenance and upkeep, and the continued use of parks to be located within a duly recorded and platted subdivision in the River Park Plaza, County of Kootenai, State of Idaho, and to promote the safe and beneficial use of said park and to this end to do the following:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association;

(b) fix, levy, collect and enforce payment by any lawful means all charges or assessments; 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;

(c) 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;

(d) borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) 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. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area and, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;

(g) have and to exercise 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 V

MEMBERSHIP

Every person or entity who is a record owner of a fee or

undivided fee interest in any lot of record, including contract sellers, or any property included within the River Park Plaza voluntarily desires to do so, may become a member of this Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

ARTICLE VI

The Association shall have one class of voting membership; members shall be all owners and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot in River Park Plaza and desires to do so, such person may join the Association. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be the member of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Kenneth P. Johnson, 106 Sequoia, Post Falls, Idaho
Larry Cunningham, 1834 Rodkey Drive, Post Falls, Idaho
Albert Steffan, P. O. Box 712, Post Falls, Idaho

There shall be annual election of the members of the Board of Directors at the annual meeting, and each Board of Director shall serve for one (1) year.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the

members thereof, excluding the declarant. Upon dissolution of the Association other than incident to a merger or consolidations, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

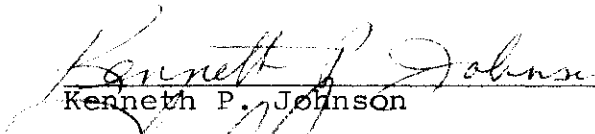
Amendments of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

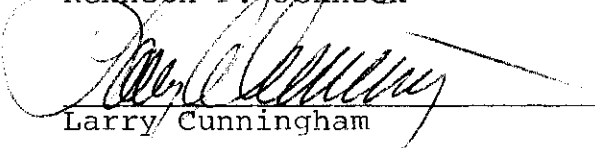
ARTICLE XI


FHA/VA APPROVAL

As long as the developer owns 51% of the lots, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of common area, dedication of common area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we the undersigned, constituting the incorporation of this Association, have executed these Articles of Incorporation this 6th day of November, 1979.


Kenneth P. Johnson


Larry Cunningham


Albert Steffan

STATE OF IDAHO)
County of Kootenai) ss.

On this 6th day of November, 1979, before me, the undersigned Notary Public, personally appeared KENNETH P. JOHNSON, LARRY CUNNINGHAM and ALBERT STEFFAN, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they 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.

Larry J. Kiroch
Notary Public for Idaho
Residing at Boothrum