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**ARTICLES OF INCORPORATION
OF
ELK RUN OWNER'S ASSOCIATION, INC.**

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STATE OF IDAHO

The undersigned Incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Idaho Nonprofit Corporation Act (hereinafter referred to as the "Act"), executed the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is Elk Run Owner's Association, Inc.

ARTICLE II

PURPOSES AND POWERS

Section 1. Type of Corporation. This is a mutual benefit corporation.

Section 2. Purposes. The purposes for which the Corporation is formed are:

(a) The maintenance, preservation and control of the land in the Elk Run Subdivision, and any improvements thereon, to protect property values and to promote the health, safety and welfare of the owners and occupants of the above, within the jurisdiction of this Corporation.

(b) To perform any purposes which nonprofit corporations are authorized under the Act.

Section 3. Powers. The Corporation shall have all of the general rights, privileges, immunities, franchises and powers conferred upon corporations created by the Act.

Subject to any limitations or restrictions imposed by law, or these Articles of Incorporation, or any amendment hereto, the Corporation shall have the following general rights, privileges and powers:

(a) To sue and be sued, complain and defend in its corporate name;

(b) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;

(c) To make and amend bylaws not inconsistent with its articles of incorporation or with the laws of this state, for regulating and managing the affairs of the corporation;

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(d) To purchase, receive, lease or otherwise acquire, and own, hold, improve, use and otherwise deal with, real property, including water and water rights, and personal property, or any legal or equitable interest in property, wherever located;

(e) To sell, convey, mortgage, pledge, lease, exchange and otherwise dispose of all or any part of its property;

(f) To purchase, receive, subscribe for or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in or obligations of any entity;

(g) To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment, except as limited by section 30-3-82, Idaho Code;

(i) To be a promoter, partner, member, associate or manager of any partnership, joint venture, trust or other entity;

(j) To conduct its activities, locate offices and exercise the powers granted by this act within or without this state;

(k) To elect or appoint directors, officers, employees and agents of the corporation, define their duties and fix their compensation;

(l) To pay pensions and establish pension plans, pension trusts and other benefit and incentive plans for any or all of its current or former directors, officers, employees and agents;

(m) To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific or educational purposes and for other purposes that further the corporate interest;

(n) To impose dues, assessments, admission and transfer fees upon its members, and to levy assessments upon the outstanding shares of stock, of a corporation with capital stock, if authorized by the articles of incorporation of that corporation;

(o) To establish conditions for admission of members, admit members and issue memberships;

(p) To carry on a business;

(q) To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the corporation.

(r) Purchase and maintain insurance on behalf of any individual who:

(1) is or was a director, an officer, an employee, or an agent of the corporation; or

(2) is or was serving at the request of the corporation as a director, an officer, an employee, or an agent of another entity;

against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, an employee, or an agent, whether or not the Corporation would have power to indemnify the individual against the same liability under this Article.

(s) Do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the corporation.

(t) To cease its activities and to dissolve and surrender its corporate franchise; and

(u) To do all acts and things necessary, convenient or expedient to carry out the purposes for which it is formed.

ARTICLE III

PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

RESIDENT AGENT AND REGISTERED OFFICE

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent is: Lynn Powell 3871 Benson Bootjack Rd., HC-66 P.O. Box 1601, Island Park, Idaho 83429.

Section 2. Registered Office. The address of the principal office of the Corporation within the State of Idaho is 3871 Benson Bootjack Rd., HC-66 P.O. Box 1601, Island Park, Idaho, 83429.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

Membership is restricted to the Owners of Lots in the Elk Run Subdivision. Only one (1) vote for each Lot owned by a Member(s) may be cast. In the event that one Member owns more than one Lot, such member shall be entitled to cast one vote for each Lot owned. The vote for each Lot shall be cast as a majority of co-Owners of the Lot shall determine. Any vote cast by a

single Member shall be deemed the authorized vote for that Lot. If the majority of co-Owners present in person or by proxy at a meeting cannot agree as to how to cast the vote for their Lot, no vote shall be cast for that Lot. The power to cast a particular Member's vote may be exercised by (i) the Member's conservator; (ii) the guardian of his estate; (iii) the parent (s) entitled to custody of a Member if the Member is a minor; or (iv) the executor or administrator of a deceased Member's estate if the Member's interest in the Lot is subject to administration in his estate.

ARTICLE VI

DIRECTORS

Section 1. Number. The Corporation shall be governed initially by a board of three (3) directors. The exact number of Directors may be amended from time to time by the By-Laws of the Corporation, but shall never be less than three (3) in number.

Section 2. Terms and Vacancies. Directors shall hold office for a term as specified in the By-Laws, and until their successors are duly elected and qualified. Successors shall be elected and vacancies in the Board of Directors arising by virtue of the expiration of a term, or otherwise, shall be filled by a majority vote of the directors at the time serving as members of the Board of Directors.

Section 3. Quorum. A majority of the Board of Directors shall be necessary to constitute a quorum thereof, except for the filling of vacancies, which shall require a majority of the remaining directors for a quorum, and the act of a majority of the directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

Section 4. Removal of Directors. Members of the Board of Directors may only be removed for cause, as defined by the Bylaws of the Corporation, by a vote of a majority of the members entitled to vote at an election of Directors at a meeting of the members called expressly for that purpose.

Section 5. Executive Committee. The Board of Directors may designate a person(s) to exercise some or all of the powers that would otherwise be exercised by the Board of Directors.

ARTICLE VII

NAMES AND ADDRESSES OF FIRST BOARD OF DIRECTORS

The names and addresses of the first Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Steven K. Emery	4220 Harrell Road

Bloomington, IN 47401

Raymond E. Moore

P.O. Box 360
Clear Creek, IN 47426

Lynn Powell

HC-66 P.O. Box 1601
Island Park, ID 83429

ARTICLE VIII

STATEMENT OF PROPERTY

The Corporation does not have any property, either real or personal, at the date of its incorporation.

ARTICLE IX

INCORPORATOR

Section 1. Name and Address. The name and address of the Incorporator of the Corporation is as follows: Steven K. Emery 4220 Harrell Road, Bloomington, IN 47401.

ARTICLE X

PROVISIONS FOR REGULATION AND

CONDUCT OF THE AFFAIRS OF THE CORPORATION

Section 1. Bylaws. The regulation and conduct of the affairs of the Corporation, and the creation, definition, limitation and regulation of the powers of the Corporation, other than specifically set forth hereinabove, shall be accomplished by the "Bylaws" of the Corporation, which shall be adopted by the Board of Directors of the Corporation pursuant to law. The Board of Directors of the Corporation shall have the power, without the assent or vote of the members, to make, alter, amend, or repeal a Code of Bylaws providing for the internal regulation and conduct of the affairs of the Corporation, provided that a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action vote affirmatively for such action, and provided further that any By-Law providing for action inconsistent with the purposes and powers of the Corporation enumerated in Article II shall not be binding upon any Officer, Director or member of the Corporation and shall not effect the continued validity of the remaining Bylaws.

Section 2. Conflicts Between Documents. In case of conflict between the Articles of Incorporation, the Bylaws, or the Declaration of Covenants, Conditions and Restrictions for Elk Run, or any other document, the Articles of Incorporation shall control, next the Declaration of Covenants, Conditions and Restrictions and next the By-Laws.

Section 3. Distribution of Property Upon the Voluntary or Involuntary Dissolution of the Corporation. Upon the voluntary or involuntary dissolution of the Corporation, the Board of Directors, shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute all of any remaining assets of the Corporation to the Members in shares equal to the number of Lots in Elk Run.

ARTICLE XI

AMENDMENTS

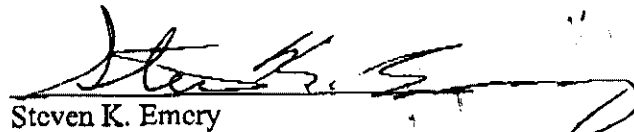
These Articles may be amended only by a majority vote of the Members, at any meeting called for such purpose provided that the text of the proposed Amendments shall have been sent to all Members with the call for the meeting at least ten (10) days in advance of such meeting.

ARTICLE XII

ASSESSMENTS

Assessments may be levied by the corporation upon its members as provided in the Declaration of Covenants, Conditions and Restrictions of Elk Run in such amounts and at such times as, from time to time, prescribed by the Board of Directors. Assessments made by the corporation shall be secured by a lien upon the lot(s) in Elk Run to owned by the member(s) upon which the assessments are imposed.

IN WITNESS WHEREOF, I, the undersigned, do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this 24th day of February, 2000.


Steven K. Emery

I affirm under the penalties for perjury that the above and foregoing representations are true and correct to the best of my knowledge and belief.


Steven K. Emery

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