

**ARTICLES OF INCORPORATION**  
**OF**  
**MARKET STREET WAREHOUSE CONDOMINIUMS**  
**OWNERS ASSOCIATION, INC.**

**FILED EFFECTIVE**

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SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation ("Articles"):

**ARTICLE I**  
**NAME AND ADDRESS**

The name of the corporation shall be the Market Street Warehouse Condominiums Owners Association, Inc. (the "Association") and the mailing address of the Association shall be c/o Meriwether Partners LLC, 1191 Second Avenue, Suite 1570, Seattle, WA 98101.

**ARTICLE II**  
**TERM**

The period of existence and duration of the life of the Association shall be perpetual.

**ARTICLE III**  
**NON-PROFIT**

The Association shall be a non-profit, membership corporation.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The location and street address of the initial registered office of the Association shall be 755 W. Front Street, Suite 300, Boise, Idaho 83702, and Tom Siffermann is hereby appointed the initial registered agent of the Association.

**ARTICLE V**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members of the Association ("Members") and the Association is formed to provide for certain regulation of the use of the Units located in the Market Street Warehouse Condominiums and to promote the health, safety and welfare of the Owners and tenants within the Market Street Warehouse Condominiums, including, without limitation, the implementation of the following:

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(A) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Condominium Declaration for the Market Street Warehouse Condominiums (the "Declaration"), as amended from time to time as therein provided;

(B) Fix payment by any lawful means of all charges or Assessments pursuant to the terms of the Declaration, and all expenses in connection therewith and all office and other expenses incident to the conduct of the business 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 under the limitations imposed by the Declaration;

(D) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(E) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise, subject only to limitations contained in the Declaration and any amendments thereto, and the Bylaws of the Association ("Bylaws").

#### **ARTICLE VI** **MEMBERSHIP**

Every Owner holding fee simple interest of record, and buyers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, to any Unit in the Market Street Warehouse Condominiums shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit within the Building.

#### **ARTICLE VII** **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors (collectively, the "Board," individually "Directors") to carry out all of the powers and duties of the Association as set forth herein. The Board shall consist of not less than three (3) Directors nor more than five (5) Directors, who, other than the initial Directors specified herein, shall be Members (or officers, directors, partners, members, managers, employees or agents of such Members, as designated by such Members) of the Association. The number of Directors may be changed by amendment of the Bylaws, but in no event shall the number be less than three (3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are as follows:

Robert C. MacAulay

c/o Meriwether Partners LLC  
1191 Second Avenue, Suite 1570  
Seattle, WA 98101

Fred Hines

c/o PCF Management  
8625 Evergreen Way, Suite 200  
Everett, WA 98208

Rob Schneider

5408 NE 88<sup>th</sup> Street, Building B, Suite 101  
Vancouver, WA 98665

#### ARTICLE VIII ASSESSMENTS

Each Member shall be liable for the payment of Assessments pursuant to the Declaration and as set forth in the Bylaws.

#### ARTICLE IX BYLAWS

The Bylaws of the Association may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative votes of more than two-thirds (2/3) of the total voting power of the Association's Members (determined in the manner set forth in Section 9.3 of the Declaration) or as otherwise set forth in the Bylaws. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Association's Board of Directors, the officers, employees and agents of the Association, and the Members for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declaration.

#### ARTICLE X DISSOLUTION

Unless otherwise provided in the Declaration, the Association shall only be dissolved at a regular meeting, or a special meeting of the Association called for that purpose, by the affirmative votes of no less than one hundred percent (100%) of the total voting power of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the real property and other assets of the Association shall be distributed as follows: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created; or (ii) granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted by any organization exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law).

**ARTICLE XI**  
**AMENDMENTS**

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Association called for that purpose, by the affirmative votes of more than two-thirds (2/3) of the total voting power of the Association's Members (determined in the manner set forth in Section 9.3 of the Declaration), and, if required by the Declaration, the consent of holders of Mortgages on Units within the Building who have requested of the Association in writing to provide them notice of proposed action which affects their interests. No amendment of these Articles which is inconsistent with the provisions of the Declaration shall be valid.

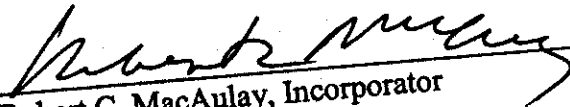
**ARTICLE XII**  
**MEANING OF TERMS**

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are ascribed to such terms in the Declaration.

**ARTICLE XIII**  
**INCORPORATOR**

Robert C. MacAulay shall be the incorporator of the Association, and his address is c/o Meriwether Partners LLC, 1191 Second Avenue, Suite 1570, Seattle, WA 98101.

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective the 26<sup>th</sup> day of November, 2007.

  
Robert C. MacAulay, Incorporator