

State of Idaho

Department of State

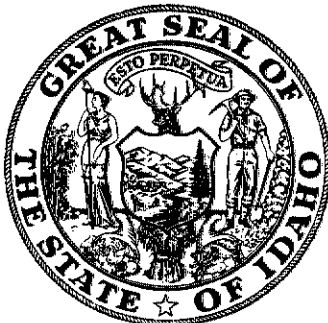
CERTIFICATE OF INCORPORATION OF

HARTMAN BUILDING CONDOMINIUM ASSOCIATION, INC.
File number C 110716

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 HARTMAN BUILDING CONDOMINIUM 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 23, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

HARTMAN BUILDING CONDOMINIUM ASSOCIATION, INC.

RECEIVED
SEC. OF STATE
MAY 23 1998 8 56

KNOW ALL MEN BY THESE PRESENTS: The undersigned incorporator, being a natural person of full age and a citizen of the United State of America, for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 3, does hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I **NAME**

The name of the Corporation is: HARTMAN BUILDING CONDOMINIUM ASSOCIATION, INC. (sometimes referred to as the Association)

ARTICLE II **NONPROFIT**

The Association is a nonprofit membership corporation.

ARTICLE III **TERM**

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

ARTICLE IV **LOCATION**

The location and street address of the initial registered office of this corporation shall be c/o Saint Alphonsus Diversified Care, Inc., 1055 North Curtis Road, Boise, Idaho 83706, and Paul Fetrow is hereby appointed the initial registered agent of the Hartman Building Condominium.

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

A. This corporation is formed to be a Management Body as permitted by the provisions of the Idaho Condominium Property Act, Idaho Code Title 55, Chapter 15 and its powers are and shall be consistent with the provisions of this IDAHO SECRETARY OF STATE

19950523 0900 91666 2
CK #: 10801 CUST# 1626

CORP

1@ 30.00= 30.00

ARTICLES OF INCORPORATION OF HARTMAN BUILDING CONDOMINIUM ASSOCIATION, INC. — 1

09-27-94\338\51\ARTICLES

: C

B. The nature of the business and the object and purposes of this corporation shall be as follows:

1. This corporation (hereinafter referred to as the Association) shall be the "Management Body" as defined in Section 55-1503, Idaho Code, and as provided for in the terms and conditions of that Condominium Declaration for Hartman Building Condominiums (hereinafter referred to as the "Declaration") to be executed by SAINT ALPHONSUS DIVERSIFIED CARE, INC., an Idaho nonprofit corporation, which delegates and authorizes this Association to exercise certain functions as the Management Body. The Declaration shall be recorded in the Office of County Recorder of Ada County, State of Idaho, together with a certified copy of the Articles of Incorporation appended thereto. All the words and terms which are capitalized herein shall have the same meaning and definition as contained in the definition section of the Declaration, which definitions are incorporated hereby by reference.

2. The Management Body shall have the power to have, exercise and enforce all rights and privileges, and to assume, incur, perform, carry out and discharge all duties, obligations and responsibilities of a Management Body as provided for in the Idaho Condominium Property Act, and in the Declaration, as such Declaration is originally executed or, if amended, as amended. The Management Body shall have the power to adopt and enforce rules and regulations covering the use of any Condominium Property or Units thereof, to levy and collect the annual and special assessments and charges against the Condominium and members thereof and in general to assume and perform all the functions to be assumed and performed by the Management Body as provided for in the Declaration. It shall have the power by resolution or vote to transfer, assign or delegate such duties, obligations or responsibilities to other persons or entities as permitted or provided for in the Idaho Condominium Property Act, the Declaration or in an agreement executed by the Association with respect thereto. The Management Body shall actively foster, promote and advance the interest of Owners of Condominium Unites within the Condominium Property.

C. In addition to the foregoing, where not inconsistent with either the Idaho Condominium Property Act (Chapter 15, Title 55, Idaho Code) or Title 30, Idaho Code, the corporation shall have all the general powers provided in Section 30-1-4 Idaho Code, and as may be additionally provided in Section 30-301 et. seq.

ARTICLE VI

MEMBERSHIP

A. Each member shall be entitled to receive a certificate of membership, which certificate shall state the number of votes he is entitled to cast as a member of the Association.

B. There shall be one membership in the corporation for each Owner of a Condominium in the Association as established by the Declaration. The total number of memberships shall not be more than 100. The members of the corporation must be and remain Owners of a Condominium within the Property set forth in the Declaration, and the Association shall include all Owners of Condominiums, within the Property. If title to a Condominium is held by more than one person, the membership relating to that Condominium shall be shared by all such persons in the same proportionate interest and the same type of tenancy in which the title to the Condominium is held.

C. No person or entity, other than an Owner may be a member of the Association. A member shall not assign or transfer his membership except in connection with the transfer or sale of a Condominium: provided, however, that the rights of membership may be assigned as further security for a loan secured by lien on a Condominium Unit. Every person or entity who is an Owner or any Condominium Unit included in any Condominium Property for which the Association has been or may be designated as a Management Body shall be required to be a member of the Association and remain a member so long as such person or entity shall retain the ownership of a Condominium Unit. Membership in the Association is declared to be appurtenant to the title of the Condominium Unit upon which such memberships is based and automatically shall pass with the sale or transfer of the title of the Unit. Members, other than the Declaration shall not have pre-emptive rights to purchase other memberships in the Association or other Condominium Units in the Property.

ARTICLE VII **VOTING RIGHTS**

A. The voting rights of a member of the Association shall be determined by the Owner member's percentage interest in the Common Area of the Condominium Property described in the Declaration, as the term "Common Area" is defined in Section 55-1503, Idaho Code; therefore, the voting rights of each member Owner will not in all cases be equal. The Condominium Map, as that term is defined in the Declaration, shall set forth the undivided percentage interest of each members in the Common Area expressed in the grids.

B. The total number of votes that attach to membership to be exercised by the members of the corporation from and after the date of the incorporation shall be 100. Each member shall be entitled to vote the same percentage of the 100 votes as he is given percentage in the Common Area.

C. The members of the Board of Directors shall be elected as provided in the Bylaws.

D. Except as otherwise expressly stated herein, any of the rights, interests and obligations of the Association set forth herein or reserved herein may be transferred or assigned to any other qualified person or entity as described under Article XI, Section 11.1(a)(1) in the Declaration; provided, however, that no such transfer or assignment shall relieve the Association of any of the obligations set forth herein. Any such transfer or assignment shall not revoke or change any of the rights or obligations of any Owners as set forth herein.

E. The following sections of the Declaration dealing with specific voting requirements which require special action of the membership are incorporated hereby by reference: Article VIII, Section 14.3, and Article XVI.

ARTICLE VIII **ASSESSMENTS, BY-LAWS AND AMENDMENTS**

A. Each member shall be liable for the payment of assessments provided for in the Declaration and for the payment and discharge of the liabilities of the corporation as provided for in the Declaration, the Idaho Condominium Property Act (Title 55, Chapter 15), and set forth in the Bylaws of the Corporation.

B. The Bylaws of the Corporation may be altered, amended, or new Bylaws adopted by any regular or special meeting of the corporation called for the purpose by the affirmative vote of the membership of the Association holding two-thirds (2/3) of the voting power of the Association, but no such amendment shall be inconsistent with the provisions of the Declaration.

C. For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the corporation and the members thereof, including the liability of the members for the payment of assessments, the Bylaws may incorporate by reference the provisions of the Declaration, provided that a true and correct copy of such Declaration is attached to and made part of the Bylaws of the corporation.

ARTICLE IX **DISSOLUTION**

Subject to the provisions as to mortgage protection contained in the Declaration, the Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of voting interests. Upon dissolution of the Association, other than incident to a merger or consolidation, and otherwise in accordance with applicable statutory dissolution procedures, the assets if the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the 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 X

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed and controlled by a Board of Directors. The original Board of Directors shall be five (5) members; however, the Bylaws of the Association may provide for an increase in their number. The names and addresses of the Directors to serve until the first annual meeting of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Karl Kurtz,	1055 North Curtis Road Boise, Idaho 83706
Paul B. Fetrow,	1055 North Curtis Road Boise, Idaho 83706
Vince Kuraitis,	1055 North Curtis Road Boise, Idaho 83706
Floyd G. Johnson, M.D.,	3rd Floor, Hartman Building Condominiums Boise, Idaho 83706
W. Steven Rudd, M.D.,	3rd Floor, Hartman Building Condominiums Boise, Idaho 83706

ARTICLE XI
INITIAL INCORPORATOR

The name and Post Office address of the initial incorporator is as follows:

Chris Anton 1055 North Curtis Rd.
Boise, Idaho 83706

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of April, 1995.

SAINT ALPHONSUS DIVERSIFIED CARE, INC.
an Idaho corporation

By: 
Its: Initial Incorporator