

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF**

The FAIRWAYS AT STONERIDGE HOMEOWNERS ASSOCIATION, INC.
Blanchard, Idaho

2005 JUN 20 11:10:05

WE, the undersigned persons of lawful age, for the purpose of forming a nonprofit corporation under and pursuant to the provisions of Chapter 3, Title 30, of the Idaho Code, adopt the following Articles of Incorporation:

ARTICLE ONE – NAME AND PRINCIPLE OFFICE

The name of this corporation is: The FAIRWAYS AT STONERIDGE HOMEOWNERS ASSOCIATION, INC. The principle office is located at 364 Stoneridge Road, Blanchard, Idaho 83804.

ARTICLE TWO – REGISTERED AGENT AND OFFICE

The name of the registered agent of the corporation is Larry Cunningham. The street address of the registered office, which is also the office of the registered agent is 364 Stoneridge Road, Blanchard, Idaho 83804.

ARTICLE THREE – DURATION

This corporation shall exist perpetually.

ARTICLE FOUR – TYPE OF CORPORATION

The corporation is a nonprofit homeowner's association.

ARTICLE FIVE – AUTHORIZATION

The corporation is organized pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30 of the Idaho Code.

IDAHO SECRETARY OF STATE
06/20/2005 05:00
CK: 1577 CT: 151960 BH: 816913
1 @ 30.00 = 30.00 INC NONP # 2
1 @ 20.00 = 20.00 NON EXPEDI # 3

C1161029

ARTICLE SIX – PURPOSES AND POWERS

The purposes for which the corporation is organized are to maintain and administer the common areas; collect and disburse any and all assessments and charges provided for in the Declaration of Covenants, Conditions, and Restrictions for the Motor Coach Village at StoneRidge (herein “Declaration”); administer, enforce, and carry out the terms of the Declaration; and generally providing for and promoting the health, safety, and welfare of the Association Members.

In carrying out the purposes of the corporation, the corporation shall have all of the powers conferred upon it by these Articles of Incorporation, Bylaws and Declaration, and all powers expressly allowed by law necessary and convenient for the accomplishment of any of its purposes.

ARTICLE SEVEN – NONSTOCK CORPORATION

The corporation is nonstock, and no dividends or pecuniary profits will be declared or paid to the Members of the corporation.

ARTICLE EIGHT - MEMBERSHIP

1. Membership. Every Unit Owner including the Developer and its successors and assigns shall be a Member of the corporation. Membership in the corporation shall be mandatory, shall be appurtenant to the Unit in which the Owner has the necessary interest, and shall not be separated from the Unit to which it appertains. Neither the issuance nor the holding of shares of stock shall be necessary to evidence Membership in the corporation.

2. Voting Rights. The corporation shall have the following-described classes of voting Membership:

Class A. Class A Members shall be all Unit Owners, but excluding the Developer until the Class B Membership ceases, at which time the Developer shall become a Class A Member with respect to any Units, which the Developer may own at that time or from time to time. Class A

Members shall be entitled to one (1) vote for each Unit in which the interest required for Membership in the corporation is held.

Class B. The Class B Member shall be the Developer. The Class B Member shall be entitled to one (1) vote plus one (1) vote for each Unit that is subject to the Declaration. The Class B Membership shall automatically cease and be converted to Class A Membership on the first to occur of the following events:

(a) When the Class B Member shall file written notice with the Management Committee of the corporation to the effect that Developer wishes to terminate the Class B Membership; or

(b) The expiration of twenty (20) years after the date on which the Declaration is filed of record in the office of the County Recorder of Bonner County, Idaho.

3. Multiple Ownership Interests. In the event there is more than one Owner of a particular Unit, the vote relating to such Unit shall be exercised as such Owners may determine among themselves so that no more than one (1) vote per Unit is cast.

4. Membership List. The corporation shall maintain up-to-date records showing the name of each person who is an Owner, the address of such person, and the Unit to which the Membership of such person is appurtenant. In the event of any transfer of a fee or undivided fee interest in a Unit either the transferor or transferee shall furnish the corporation with evidence establishing that the transfer has occurred and that the Deed or other instrument accomplishing the transfer is of record in the office of the County Recorder of Bonner County, Idaho. The corporation may for all purposes act and rely on the information concerning Owners and Unit ownership which is thus acquire by it or, at its option, the corporation may act and rely on current ownership information respecting any Unit or Units as may be obtained from the office of the County Recorder of Bonner County, Idaho.

ARTICLE NINE – MEMBERS MEETING

1. Annual Meeting. The first annual meeting of the Association Members shall be held on the first Thursday of June. Except as otherwise set forth by the Management Committee, thereafter the annual meeting of the Association Members shall be held on the first Thursday of June of each succeeding year. The time of the meeting shall be 4:00 p.m. If the day fixed for the annual meeting falls on a legal holiday in the State of Idaho, such meeting shall be held on the next succeeding day. The purpose of the annual meeting shall be the election of the Management Committee Members and the transaction of such other business as may come before the Association Members. If election of the Management Committee is not held on the day designated herein for an annual meeting, the Management Committee shall cause such election to be held at a special meeting of the Association Members as soon thereafter as is convenient.

2. Special Meetings. A special meeting of the Association Members for any purpose or purposes, may be called by the President; the Vice-President; a majority of the Management Committee; the Class A Members who would collectively be entitled to cast not less than twenty percent (20%) of the total Class A Membership voting interest then outstanding; or the Class B Member.

3. Place of Meeting. The Management Committee may designate any place within Bonner County, Idaho, as the place for any annual meeting or for any special meeting called by the Board. If no such designation is made, the place of meeting shall be the principal office of the corporation identified herein.

4. Notice. Written or printed notice stating the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given to all Members by the Secretary at least ten (10) but not more than thirty-five (35) days prior to

the meeting date. Such notice shall be deemed to have been properly furnished, if mailed postage prepaid within the required time period to the person who appears as a Member, at the latest address for such person appearing, in the records of the corporation at the time of mailing.

5. Quorum. Except as otherwise provided in the Declaration, Articles and Bylaws, fifty-one (51%) percent of the Qualified Voting Owners of the corporation shall constitute a quorum.

6. Proxies. Proxy voting shall be allowed as further set forth in the Bylaws.

7. Cumulative Voting. At each election of the Management Committee, the votes may be accumulated by the Member or Members qualified to vote at such election by giving one candidate as many votes as the number of Committee Members to be elected multiplied by the number of votes attributed to a Unit, or by distributing such votes among any number of candidates. A plurality of the vote shall be sufficient for the election of a Committee Member candidate.

ARTICLE TEN – LIMITATION ON MEMBER LIABILITY

The private property of the Members of this corporation shall not be liable for its corporate debts.

ARTICLE ELEVEN – MANAGEMENT COMMITTEE

The corporation shall be managed by a Management Committee composed of not less than three (3) and no more than five (5) individuals. The Management Committee shall be the controlling body of the Association and shall be the same body as the Board of Directors as referenced in the Idaho Nonprofit Corporation Act. Any change in the number of Committee Members may be made only by amendment of these Articles.

The initial Management Committee (Board of Directors) are the following persons and each shall initially hold the office indicated opposite their name:

	<u>Director Name</u>	<i>Office</i>
1.	Dean Allara 60 East 3 rd Ave. Suite 112 San Mateo, CA 94401	President
2.	Wayne Benner 365 Stoneridge Road Blanchard, ID 83840	Vice-President
3.	Dannel Stanger 5295 South Commerce Dr. Suite 175 Murray, UT 84107	Secretary/Treasure

ARTICLE TWELVE – ELECTION OF MANAGEMENT COMMITTEE

Except for the initial Management Committee identified herein, beginning with the first annual meeting of the Association, Committee Members shall be elected by a majority vote of the Qualified Voting Members who attend and vote at the annual meeting.

Committee Members shall serve two (2) year terms, except that the initial two (2) Members elected after the initial annual meeting of the Association shall serve a partial term of one (1) year, and the remaining Members elected shall serve a full term of two (2) years. Members shall serve staggered two (2) year terms so that a maximum of only three (3) Members shall be elected in any one (1) year.

ARTICLE THIRTEEN – CORPORATE OFFICERS AND THEIR FUNCTION

The general officers of the corporation shall be president, vice-president, secretary, and treasurer. One person may hold two (2) or more offices, except that one person may not hold the office of president while holding any other office.

The president shall be the principal executive officer of the corporation. The principle duties of the president shall be to preside at all meetings of the Association Members and the Management Committee and to have general supervision of the affairs of the corporation. In the event any vote of the Management Committee results in a tie vote, the Committee Member then serving as president shall have the power to cast the tie breaking vote. The president shall, in general, have all powers and duties incident to the office of president and such other powers and duties as may from time to time be prescribed by the Management Committee.

The principle duties of the vice-president shall be to perform all the duties of the president in the absence of the president or in the event of his death, inability, or refusal to act as directed by the Management Committee. The vice-president shall perform such duties as may from time to time be assigned by the president or by the Management Committee.

The principle duties of the secretary shall be to keep or cause to be kept a book of minutes of all meetings of the Members and of the Management Committee; see that all notices are given in accordance with the provisions of these Articles, Bylaws, the Declaration of Condominium including the Declaration of Covenants, Conditions and Restrictions, and the law; maintain the Membership list and, in general, shall perform all duties incident to the office of secretary and such other duties as may from time to time be assigned by the president or by the Management Committee.

The primary duties of the treasurer shall be to keep custody of and be responsible for all funds of the corporation; receive and give receipts for money due and payable to the corporation; deposit all such money in the name of the corporation in such banks, trust companies, or other depositories as are selected by the Management Committee; perform

all accounting, financial record keeping, and similar services which may be necessary or desirable in connection with the corporation's affairs; and, in general, shall perform all duties incident to the office of treasurer and such other duties as may from time to time be assigned by the president or by the Management Committee.

The Management Committee may provide for the appointment of additional officers as they may deem in the best interest of the corporation.

The officers shall perform additional or different duties as from time to time are imposed or required by the Management Committee, or as may be prescribed from time to time by the Bylaws.

ARTICLE FOURTEEN – ELECTION OF OFFICERS

The officers of the corporation shall be elected by a majority vote of the Management Committee as further set forth in the Bylaws. In the event of a tie vote, the Committee Member then serving as president shall cast the tie breaking vote.

ARTICLE FIFTEEN – BYLAWS

The Management Committee may adopt, amend, and repeal Bylaws or Resolutions upon a majority vote of the Management Committee for the regulation and management of the affairs of the corporation not inconsistent with these Articles.

ARTICLE SIXTEEN – DISTRIBUTION ON DISSOLUTION

In the event of dissolution of the corporation, or in the event it shall cease to carry out the purposes set forth in ARTICLE SIX – PURPOSES AND POWERS, all the business, property, and assets of the corporation shall be distributed to an organization or organizations organized and operated exclusively for nonprofit and tax exempt purposes as recognized under Section 501(c)(3) of the Internal Revenue Code. This would include distribution into a properly organized nonprofit homeowner's association.

ARTICLE SEVENTEEN – AMENDMENTS

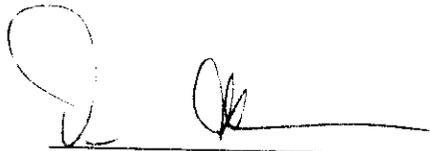
Any amendment to these Articles shall require the affirmative vote of at least fifty-one (51%) percent of all Class A Membership votes which Members present in person are entitled to cast at a meeting duly called for such purposes; and, so long as the Class B Membership exists, the affirmative vote of the Class B Membership. Written notice setting forth the purpose of the meeting and the substance of the amendment proposed shall be sent to all Members at least ten (10) but not more than thirty-five (35) days prior to the meeting date

ARTICLE EIGHTEEN – INCORPORATORS

The name and residence of the person forming this corporation is:

Dean Allara
5295 South Commerce Dr. Suite. 175
Murray, UT 84107

DATED this 12th day of . 2005



Dean Allara

STATE OF Idaho)

) SS.

County of Bonner)

On this 14th day of June 2005, before me personally appeared Dean Allara, known to me to be the person whose name is subscribed to the foregoing document, and acknowledged to me that he voluntarily 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



(SEAL)

Nancy Jo Daniel
Notary Public for Idaho
Residing at Spirit Lake Rd
My Commission Expires 11/22/2010