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2017 JUN 12 AM 9:39
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
RIVERSIDE PARK ADDITION OWNERS' ASSOCIATION, INC.**

The undersigned, acting as incorporator of a nonprofit Corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I. NAME

The name of the Corporation is RIVERSIDE PARK ADDITION OWNERS' ASSOCIATION, INC.

ARTICLE II. NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Idaho. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III. DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. PURPOSE

The Corporation is organized, and shall be operated exclusively, for the following purposes:

A. To provide for the management and enforcement of the covenants, conditions and restrictions set forth in the Declaration of Covenants, Conditions and Restrictions for Riverside Park Addition recorded February 22, 2017 as Instrument No. 2583782000, records of Kootenai County, Idaho (hereafter the "Declaration"); and the maintenance, operation, repair, replacement and insurance of the Common Areas and Common Facilities, if any. Capitalized terms not otherwise defined herein shall have the meanings given in the Declaration.

B. To exercise all rights and powers conferred by the laws of the State of Idaho upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by

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bequest, devise, gift, purchase, lease or otherwise any real or personal property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V. LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VI. MEMBERS

Membership in the Corporation shall consist of the Owners of each of the Lots on the Property, as set forth more fully in the Declaration.

ARTICLE VII. REGISTERED OFFICE

The address of the initial registered office is 435 W. Hanley Ave. #101, Coeur d'Alene, Idaho 83815. The initial registered agent at that address is Janet D. Robnett.

ARTICLE VIII. DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial board of directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall hereafter never be less than three (3). The Declarant (Atlas Mill Development Corp., acting by and through its president, Lanzce G. Douglass, or its successor) shall have the exclusive right to appoint and to remove all such Directors until all of the Lots in the Project have been sold, or such earlier date as the Declarant may elect. Thereafter, the Members shall elect the Directors at

the annual meeting of Members. The names and address of each initial Directors of the Corporation are as follows:

Lanzce Douglass	1402 E. Magnesium Road Suite 202 Spokane, Washington 99217
Darla Douglass	1402 E. Magnesium Road Suite 202 Spokane, Washington 99217
Mayson Douglass	1402 E. Magnesium Road Suite 202 Spokane, Washington 99217

ARTICLE IX. OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other officers and assistant officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed in the Bylaws. Any two or more offices may be held by the same person, except the offices of President and Secretary.

ARTICLE X. BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the Members, shall be vested in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law, the Declaration, or these Articles of Incorporation.

ARTICLE XI. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

ARTICLE XIII. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Idaho Business Corporation Act and the Idaho Nonprofit Corporation Act.

ARTICLE XIII. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation and the Act. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.


ARTICLE XIV. INCORPORATOR

The name and business address of the incorporator is as follows:

Lanzce G. Douglass

1402 E. Magnesium Rd. Suite 202
Spokane, Washington 99217

IN WITNESS WHEREOF, the undersigned incorporator of the above-named Corporation, has hereunto signed these Articles of Incorporation on this 1 day of ~~May~~ June, 2017.


Lanzce G. Douglass, Incorporator

STATE OF Washington

: ss.

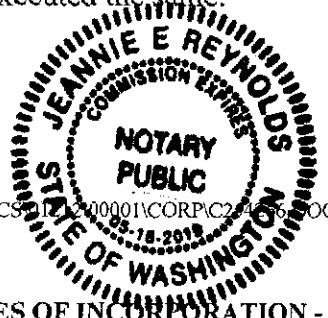
County of Spokane)

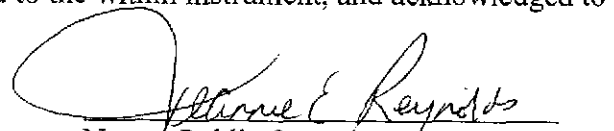
On this 1st day of June, 2017, before me JEANIE E REYNOLDS, the undersigned Notary Public, personally appeared Lanzce G. Douglass, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

(SEAL)

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ARTICLES OF INCORPORATION - 4




Notary Public for State of Washington
Residing at Spokane
Commission Expires: May 16, 2019