

**FILED**

99 OCT 12 PM 2:36

CLERK OF DISTRICT COURT

**ARTICLES OF INCORPORATION  
OF  
PRAIRIE RIDGE HOMEOWNERS ASSOCIATION, INC.**

IDAHO SECRETARY OF STATE

9/12/1999 09:00  
CR: 6747 CT: 15066 BH: 257234

1 @ 30.00 = 30.00 INC NONP # 2

KNOW ALL MEN that we, the undersigned, being of legal age and for the purpose of forming a corporation under the Idaho Nonprofit Corporation Act, hereby certify and adopt the following Articles of Incorporation:

**ARTICLE I.  
NAME**

The name of the Corporation (hereinafter called the Association") is PRAIRIE RIDGE HOMEOWNERS ASSOCIATION, INC., and it is a nonprofit corporation.

**ARTICLE II.  
DURATION**

The Association shall exist perpetually.

**ARTICLE III.  
PURPOSES AND POWERS OF THE ASSOCIATION**

This Association does not contemplate the distribution of gains, profits, or dividends to its Members. The specific primary purposes for which it is formed are to provide for the management, operation, administration, maintenance, repair, improvement, preservation, insurance, and architectural control of that certain residential subdivision situated in the City of Post Falls, Kootenai County, Idaho, commonly known as Prairie Ridge Planned Unit Development, and to promote the health, safety and welfare of all Members of the Association, who shall have the rights to use and enjoy the Association property, all according to that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration") recorded with respect to said property in the Office of the County Recorder of Kootenai County, Idaho. These Articles of Incorporation apply only to Phase One of the Prairie Ridge planned unit development consisting of forty (40) residential lots and common areas as is more particularly described in the Declaration recorded on May 17, 1994 in Kootenai County, instrument no. 1354554.

In furtherance of said purposes, and subject to the approval of Members as required by the Declaration and the remaining Project Documents, or by law, this Association shall have the power to:

C130776

(a) Perform all of the duties and obligations of the Association as set forth in the Project Documents;

(b) Fix, levy, collect and enforce Assessments and fines as set forth in the Declaration;

(c) Pay all expenses and obligations incurred by the Association in the conduct of its business, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Association property;

(d) Acquire (by gift, capital contribution, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, exchange, transfer dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(e) Make contracts and incur liabilities, 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;

(f) Dedicate, sell, transfer, or grant easements over all or any part of any Association property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members;

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property to the property owned and managed by the Association;

(h) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Idaho by law may now or hereafter have or exercise.

#### **ARTICLE IV.**

#### **MEMBERS AND MEMBERSHIP**

1. **Membership Structure.** Participation in management and ownership of the Association shall be by membership only. Membership in the Association shall be in accordance with these Articles of Incorporation, the Bylaws of the Association, and the Declaration.

2. **Transferred Membership.** Membership in the Association shall not be transferred, pledged, or alienated in any way, except to, through, or with the consent of the Association, or as otherwise allowed under the restrictions set forth in the Declaration and Bylaws.

3. **One Class of Membership.** The Association shall have one (1) class of voting membership, with each Member having one (1)

vote for each lot owned by such Member. If a Membership is held by more than one (1) person, each such person shall be a Member of the Association, but the voting power attributable to that Membership shall not be increased by the joint ownership, and the vote of that Membership shall not be split. If the holders of a particular Membership present at a meeting, in person or by proxy, cannot agree on how to vote on a specific matter, no vote shall be exercised on behalf of such Membership on that matter.

**ARTICLE V.**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Association shall be at c/o Ray Chavira, 2309 Stagecoach Drive, Post Falls, Idaho 83854, and the registered agent at such address shall be Ray Chavira.

**ARTICLE VI**  
**BOARD OF MANAGERS**

The Board of Directors of the Association shall be referred to as the "Board of Managers". The three (3) undersigned incorporators of the Association shall act as the initial Board of Managers until a Board of Managers is elected by the Members. Qualifications for becoming and remaining as a Manager shall be as set forth in the bylaws of the Association. The names and address of the incorporators and the initial Managers of the Association are:

<b>Name</b>	<b>Address</b>
Ray Chavira	2309 Stagecoach Dr. Post Falls, Idaho 83854
John Swanstrom	408 Aster Court Post Falls, ID 83854
Tina Smith	2311 Stagecoach Dr. Post Falls, Idaho 83854

**ARTICLE VII.**  
**DISSOLUTION**

In the event of the dissolution, liquidation, or winding up of the Association, after paying or adequately providing for the debts and obligations of the Association, the Managers or persons in charge of the liquidation shall divide the remaining assets among the Members in accordance with their respective rights thereto as established in the Declaration.

**ARTICLE VIII.**  
**AMENDMENT OF ARTICLES**

These Articles may be amended at any time and in any manner by the vote or written assent of two-thirds (2/3) of the total

membership in the Association; provided, however, that the percentage of the voting power necessary to amend a specific clause or provision herein shall not be less than the percentage of affirmative votes prescribed for action to be taken under said clause or provision; and provided further, that any such amendment shall not be inconsistent with the law.

For the purpose of forming this Association under the laws of the state of Idaho, the undersigned, being the incorporator of this Association, has executed these Articles of Incorporation in duplicate on October 8, 1999.

Ray Chavira  
RAY CHAVIRA

John Swanstrom  
JOHN SWANSTROM

Tina Smith  
TINA SMITH

**CONSENT TO SERVE AS REGISTERED AGENT**

I, RAY CHAVIRA, hereby consent to serve as registered agent in the state of Idaho, for the corporation known as Prairie Ridge Homeowners Association, Inc. I understand that as agent for the Association, it will be my responsibility to receive service of process in the name of the Association; to forward all mail to the Association; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the Association for which I am agent.

DATED this 8 day of October, 1999.

Ray Chavira  
RAY CHAVIRA