

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MILL COURT HOMEOWNERS' ASSOCIATION, INC.

File number C 111909

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 MILL COURT HOMEOWNERS' 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: September 1, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

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SECRETARY OF STATE
STATE OF IDAHO

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STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
MILL COURT HOMEOWNERS' ASSOCIATION, INC.

IDAHO SECRETARY OF STATE
8/21/95 9:00:00 AM
Customer # 14819
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CORPORATION NON PROFIT
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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:

ARTICLE I.
NAME

The name of the corporation shall be MILL COURT HOMEOWNERS' ASSOCIATION, INC. (hereinafter called the "Corporation").

ARTICLE II.
TERM

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

ARTICLE III.
NONPROFIT

This Corporation shall be a nonprofit, membership corporation.

ARTICLE IV.
REGISTERED AGENT

The location and street address of the initial registered office of this Corporation shall be 344 Carmen Drive, McCall, Idaho 83638 and Patrick Phillips is appointed the initial registered agent of the Corporation. The mailing address for the Corporation is P. O. Box 1997, McCall, Idaho 83638.

ARTICLE V.

PURPOSE AND POWERS OF THE ASSOCIATION

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Corporation is formed are to provide for certain regulations for the use and architectural control of the Buildings and Common Areas located in Mill Court according to plat thereof recorded in the official records of Valley County, Idaho, which Buildings and Common Areas are a portion of the Property covered by the Condominium Declarations of Mill Court recorded in the official records of Valley County, Idaho ("Declaration"); and to promote the health, safety and welfare of the residents within the Development and for this purpose to:

- (A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration as amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (B) Fix, levy, collect and enforce 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 Corporation;
- (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 Corporation under the limitations imposed by the Declaration;
- (D) Borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (E) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall comply with the requirements of the Declaration;

- (F) 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 Bylaws and the Declaration and the amendments and supplements thereto.

ARTICLE VI.

MEMBERSHIP

There shall be one (1) membership in the Corporation for each of the ten (10) Condominium Units located in the Development. Members of the Corporation must be and remain Owners of Units within the Development, and the Corporation shall include as Members all Owners of Units within the Development. Each person or entity holding fee simple interest of record to a Condominium Unit which is a part of the Development, and buyers under unrecorded extended term executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Condominium Unit located in the Development.

ARTICLE VII.

VOTING RIGHTS

The Corporation shall have one class of voting membership known as Class A. Members. Owners, including a Declarant, shall be known as Class A. Members. Each Class A. Member shall be entitled to cast one (1) vote for each Condominium Unit owned by such Class A. Member on the day of the vote.

ARTICLE VIII.

BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of three (3) Directors. The number of Directors may be changed by amendment of the Bylaws of the Corporation, 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:

Andre Fernand	89 Monarch Bay Dana Point, CA 92629
Paulette Fernand	89 Monarch Bay Dana Point, CA 92629

Pat Phillips

P. O. Box 1997
McCall, ID 83638

ARTICLE IX.

ASSESSMENTS

Each Member shall be liable for the payment of assessments provided for in the Declaration and as set forth in the Bylaws of the Corporation.

ARTICLE X.

BYLAWS

The Bylaws of this Corporation may be altered, amended, or new Bylaws adopted at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of a majority of the Members.

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 for the payment of Assessments, the Bylaws may incorporate by reference the provisions of the Declaration.

ARTICLE XI.

DISSOLUTION

This Corporation may be dissolved at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of the Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the real property and other assets of the Corporation shall be (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created or (ii) granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes; or (iii) distributed to the Owners of Units to be held by them as tenants in common in proportion to the number of Units within the Project. The determination of the liquidating distribution of the real property and other assets of the Corporation as provided above, shall be by vote of a majority of the Owners of Units as part of the Member vote on dissolution.

ARTICLE XII.

AMENDMENTS

Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of the Members and, if required by the Declaration, the consent of holders of first mortgages on Unit(s) who have requested of the Corporation in writing to provide them notice of proposed action which affects their interests. No amendment which is inconsistent with the provisions of the Declaration shall be valid.

ARTICLE XIII.

MEANING OF TERMS

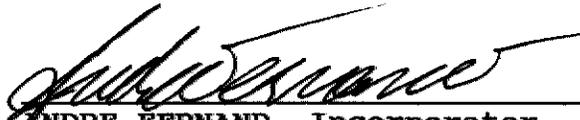
Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration including, without limitation, "Articles", "Assessments", "Board", "Building Site", "Unit", "Bylaws", "Association", "Member", "Owner", "Property", "Townhome" and "Mill Court Common Area" or "Common Area".

ARTICLE XIV.

INCORPORATION

ANDRE FERNAND and PAULETTE FERNAND shall be the initial incorporators of the Corporation, 89 Monarch Bay, Dana Point, CA 92629.

IN WITNESS WHEREOF, we have hereunto set our hand this
6 day of 7, 1995.



ANDRE FERNAND, Incorporator



PAULETTE FERNAND, Incorporator