

FILED/EFFECTIVE

**ARTICLES OF INCORPORATION
OF**

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CLERK OF STATE
SAVANNAH RIDGE PUD
PROPERTY OWNERS' ASSOCIATION
IDAH0

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10/01/2001 05:00
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**SAVANNAH RIDGE PUD PROPERTY OWNERS' ASSOCIATION,
A NONPROFIT CORPORATION**

The undersigned, acting as the incorporator of a corporation under, and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (Act) adopts the following Articles of Incorporation for the Corporation

**ARTICLE ONE
NAME**

The name of the corporation shall be Savannah Ridge PUD Property Owners' Association, Inc.

**ARTICLE TWO
NON-PROFIT STATUS**

This corporation shall be a nonprofit corporation.

**ARTICLE THREE
DURATION**

The period of this corporation shall be perpetual.

**ARTICLE FOUR
PURPOSES**

The purposes for which this corporation is organized are as follows:

(A) To perform the functions and provide service as set forth in the Declaration of Covenants, Conditions and Restrictions for Savannah Ridge PUD, located in Valley County, Idaho, hereinafter referred to as the "Declaration."

(B) To be operated exclusively for the above-stated purposes and for other non-profit purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

(C) To exercise all powers granted by law necessary and proper to carry out the above - stated purposes and to further common interests of the membership, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed

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under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE FIVE NON-STOCK CORPORATION

This corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its members.

ARTICLE SIX MEMBERS

The Corporation shall have two (2) classes of Members, as follows:

- (i) Class A Members, who shall be voting Members and who shall consist of the Declarant under the Declaration of Covenants, Conditions and Restrictions for Savannah Ridge PUD;
- (ii) Class B Members, who shall be non-voting Members and who shall include all Owners of Units in Savannah Ridge PUD other than Declarant; and,
- (iii) Upon occurrence of the Transfer of Control Date, as defined in the Bylaws of the Savannah Ridge PUD Property Owners' Association, Inc., and in the Declaration, the two (2) Classes of Membership shall merge into one Class, all of whom shall be voting Members.

ARTICLE SEVEN ASSESSMENTS

Assessments shall be levied against the members in accordance with the Declaration of Covenants, Conditions and Restrictions for Savannah Ridge PUD. The amount and method of collection of said assessments shall be as provided in said Declaration. Assessments may be made enforceable by civil action upon notice given in writing twenty (20) days before commencement of such action. Assessments may be secured by a lien upon real property to which membership rights are appurtenant, and action may be brought to foreclose any such lien.

ARTICLE EIGHT REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation shall be 610 Lenora, McCall, Idaho 83638, and the mailing address of the initial registered office of the corporation shall be P.O. Box 4444, McCall, Idaho 83638. The name of the corporation's initial registered agent at such address is HUGH McNAIR.

ARTICLE NINE DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of no less than three (3) individuals and no more than five (5) individuals. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the membership or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Hugh McNair	P.O. Box 4444 McCall, Idaho 83638
Cynthia McNair	P.O. Box 4444 McCall, Idaho 83638
Eric Pankey	P.O. Box 590 McCall, ID 83638

ARTICLE TEN LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that 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 four hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE ELEVEN DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, to such organization or organizations as shall at the time qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code

of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. 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 TWELVE INCORPORATOR

The name of the incorporator is HUGH S. McNAIR, with a street address of 610 Lenora, McCall, Idaho 83638, and a mailing address of P.O. Box 4444, McCall, Idaho 83638.

ARTICLE THIRTEEN BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

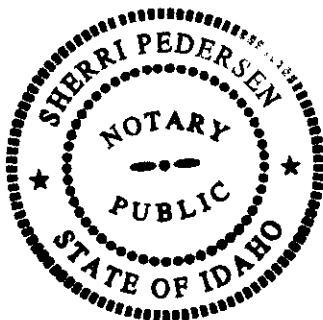
DATED this 28 day of September, 2001.

By: Hugh McNair
HUGH McNAIR, Incorporator

STATE OF IDAHO,)
(ss.
County of Valley)

On this 28th day of September, 2001, before me, Sherri Pedersen a Notary Public in and for said State, personally appeared HUGH McNAIR, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Sherri Pedersen
NOTARY PUBLIC FOR IDAHO
Residing at: McCall, ID 83638
My Commission Expires: 7/18/07