

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

HUNGRY RIDGE RANCH HOME OWNERS ASSOCIATION, INC.

2007 AUG -6 PM 1:11

The undersigned, acting as incorporators and initial directors of Hungry Ridge Ranch Home Owners Association, Inc., a nonprofit corporation organized under the Idaho Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is and shall be:
Hungry Ridge Ranch Home Owners Association, Inc.

ARTICLE II.

The period of the corporation's duration is perpetual.

ARTICLE III.

The purpose or purposes for which the corporation is organized are:
Providing for the acquisition, construction, management, maintenance and care of Common Areas and the Corporation's property in Hungry Ridge Ranch, according to the recorded survey thereof, and transaction of all lawful business incident thereto consistent with Internal Revenue Code § 528, the Corporation's bylaws and the Declaration of Covenants, Conditions, Restrictions and Easements for Hungry Ridge Ranch Master Declaration, recorded in Idaho County, Idaho, for said property, and any amendments thereto.

ARTICLE IV.

The net earnings of the Corporation shall be devoted only to purposes permitted by Internal Revenue Code § 528 and consistent with the Corporation's bylaws and the Master Declaration. No part of the net earnings of the Corporation shall inure to the benefit of any private member or individual, or other than be acquiring, constructing or providing management, maintenance and care of the association property, as defined by Internal Revenue Code § 528, or by a rebate of excess membership dues, fees or assessments.

ARTICLE V.

Subject to the terms, limitations and conditions in the Corporation's bylaws and said Master Declaration:

1. Every person or entity who is a record owner of fee title to a lot within the Hungry Ridge Ranch shall be a member of the Corporation. Membership shall be appurtenant to and shall not be separated from ownership of any lot.

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1 2. There shall be two (2) classes of voting membership in the
2 Corporation, Class A and Class B, whose rights are further defined
3 by the Corporation's bylaws and Master Declaration.

4 3. Each member of the Corporation holding a Class A membership
5 shall be entitled to one (1) vote in person or by proxy for each lot
6 in Hungry Ridge Ranch, owned by said member. Each member of the
7 Corporation holding a Class B membership shall be entitled to five
8 (5) votes for each lot in Hungry Ridge Ranch, owned by said Member.

9 4. Both classes of membership are entitled to cumulative voting for
10 election of Directors.

11 5. Membership may only be transferred as provided in the
12 Corporation's bylaws and Master Declaration.

13 ARTICLE VI.

14 The address of the initial registered office and mailing address of
15 the Corporation shall be: 1250 Ironwood, Ste 320, Coeur d'Alene, ID 83814,
16 and the name of its initial registered agent at such address is: Scott
17 Atkison.

18 ARTICLE VII.

19 The Corporation shall be managed by a Board of Directors. The
20 number of directors of the Corporation shall be a minimum of three (3) and
21 not more than five (5). The number of initial directors shall be three
22 (3). The terms of said Directors shall be staggered as provided in the
23 Corporation's Bylaws.

24 The names and address of the initial directors of the Corporation
25 are:

26	<u>Name:</u>	<u>Address:</u>
27	Scott Atkison	1250 Ironwood, STE 320, Coeur d'Alene, ID 83814
28	John Bennett	U.S. Highway 95 North, Grangeville, ID 83530
29	Kevin Tomlinson	U.S. Highway 95 North, Grangeville, ID 83530

30 ARTICLE VIII.

31 The name and mailing address of the incorporator is:

32	<u>Name:</u>	<u>Address:</u>
33	Scott Atkison	1250 Ironwood, STE 320, Coeur d'Alene, ID 83814
34	John Bennett	U.S. Highway 95 North, Grangeville, ID 83530
35	Kevin Tomlinson	U.S. Highway 95 North, Grangeville, ID 83530

36 ARTICLE IX.

37 The Corporation may only be dissolved by the Members. No
38 dissolution shall be approved or effective unless approved by affirmative

1 vote of at least eight percent (80%) of all Class A Members and one
2 hundred percent (100%) of all Class B Members entitled to vote. Upon
3 dissolution of the Corporation, other than incident to a merger or
4 consolidation, the assets of the Corporation, the assets of the
5 Corporation shall be dedicated to an appropriate public agency to be used
6 for purposes similar to those for which the Corporation was created. In
7 the event that such dedication is refused, such assets shall be granted,
8 conveyed or assigned to any non-profit corporation, association, trust or
9 other organization to be devoted to such similar purposes. No assets of
10 the Corporation shall be distributed to or inure to the benefit of any
11 member or individual.

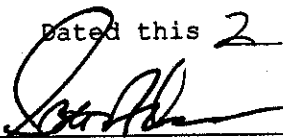
12 ARTICLE X.

13 The Corporation shall have the right and authority to assess, levy
14 and collect assessments, including recording liens as provided in Title 45
15 Chapter 8 of the Idaho Code, the Corporation's bylaws and in the Master
16 Declaration, which assessments may be enforced as provided therein.

17 ARTICLE XI.

18 These Articles may only be amended by the affirmative vote of at
19 least eighty percent (80%) of the Class A members and one hundred percent
20 (100%) of the Class B members, provided, however, that until such time as
21 more than fifty one percent (51%) of the Lots within Hungry Ridge Ranch
22 are conveyed by the developer, Black Swan Development, LLC, to an owner,
23 the Bylaws may be amended by affirmative vote of one hundred percent
24 (100%) of the Class B Members.

25 Dated this 2 day of August, 2007.

26 
27 SCOTT ATKISON

28 
JOHN BENNETT


KEVIN TOMLINSON