

State of Idaho

Department of State

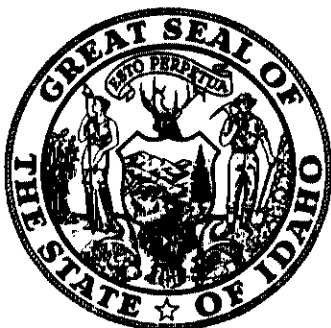
CERTIFICATE OF INCORPORATION OF

THIRD ADDITION TO KIDD ISLAND BAY LOTS COOPERATIVE ASSOCIATION, INC.

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 THIRD ADDITION TO KIDD ISLAND BAY LOTS COOPERATIVE 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: December 24, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

THIRD ADDITION TO KIDD ISLAND BAY
LOTS COOPERATIVE ASSOCIATION, INC.

The undersigned acting as incorporator of a corporation under the Idaho Business Corporation Act adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is THIRD ADDITION TO KIDD ISLAND BAY LOTS COOPERATIVE ASSOCIATION, INC.

ARTICLE II.

This is a non-profit corporation.

ARTICLE III.

This corporation shall have perpetual duration.

ARTICLE IV.

The purposes and objects for which this corporation is formed are the following:

1. To manage, maintain and control beach front property identified as Kootenai County Tax Numbers 13395 and 13643 which was subject of litigation in Kircher v. Kidd Island Bay Development Corporation, Kootenai No. 84362.

2. To collect membership fees and assessments for the purpose of improving the premises for the mutual benefit of the owners of Lots 1 through 19, Third Addition to Kidd Island Bay Lots.

3. To engage in such other activities as are consistent with the goals and objectives of the organization.

ARTICLE V.

The corporation shall have the following powers:

1. To sue and be sued before competent tribunals at the will of the directors or membership.

2. To own, buy, sell, lease, assign, mortgage, hypothecate and by all lawful acts, deal in real and personal property, including the erection and maintenance of buildings and the obtaining of personal property which would further the interests of the corporation.

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3. To establish bank accounts, charge dues and fees, solicit money, engage in non-profit enterprises, raise money, hire and fire employees, make loans, acquire loans, deal in choses of action, and engage in any enterprises connected to the purposes herein established in any lawful way, so long as the same are of a non-profit nature.

4. To issue bonds, notes and other instruments of debt and to deal in the stocks, bonds, notes, mortgages and debt instruments of any other person, firm or corporation.

5. To join or merge with any other group, firm association or corporation, non-profit in nature, whose purposes are not in conflict with those herein stated.

ARTICLE VI.

This shall be a membership corporation. The membership fees and conditions shall be established by the By-Laws. Ownership of any of Lots 1 through 19, Third Addition to Kidd Island Bay Lots shall automatically entitle the owner and spouse to one membership for each lot owned.

ARTICLE VII.

The location and post office of the registered office of the corporation is c/o Douglas R. Kircher, 4000 Westway Drive, Kidd Island Bay, Coeur d'Alene, Idaho 83814. Douglas Kircher is resident agent and the incorporator. His mailing address is 4000 Westway Drive, Kidd Island Bay, Coeur d'Alene, Idaho 83814.

ARTICLE VIII.

The number of directors of this corporation shall not be less than three nor more than nine.

The names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Douglas Kircher	4000 Westway Drive Kidd Island Bay Coeur d'Alene, Idaho 83814
Marc A. Lyons	3108 Point Hayden Drive Hayden Lake, Idaho 83835
Ray Inderridien	1425 Westway Drive Kidd Island Bay Coeur d'Alene, Idaho 83814

Dated this 22nd day of December, 1992.


DOUGLAS KIRCHER
Incorporator

STATE OF IDAHO)

ss:

County of Kootenai)

I, Scott W. Reed, a notary public, do hereby certify that on this 22nd day of December, 1992, personally appeared before me Douglas Kircher, who, being by me first duly sworn, declared that he is the Incorporator of THIRD ADDITION TO KIDD ISLAND BAY LOTS COOPERATIVE ASSOCIATION, INC., that he signed the foregoing document as Incorporator of the corporation and that the statements therein contained are true.


Notary Public for Idaho
Residing at Coeur d'Alene
My Commission Expires: July 20, 1997