

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

LAKWOOD UNIT NO. 12 CONDOMINIUM 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 _____

LAKWOOD UNIT NO. 12 CONDOMINIUM 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 **February 17**, 19 **81**.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION OF
LAKEWOOD UNIT NO. 12 CONDOMINIUM ASSOCIATION, INC.

STATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, each being a natural person of full age and a citizen of the United States of America do voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho in compliance with the requirements of Title 30, Chapter 10, Idaho Code. We do hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is LAKEWOOD UNIT NO. 12 CONDOMINIUM ASSOCIATION, INC.

ARTICLE II

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

ARTICLE III

This corporation shall be a nonprofit, membership corporation.

ARTICLE IV

The location of the registered office of this corporation shall be Boise, Idaho, and the post office address shall be P. O. Box 1761, Boise, Idaho 83701.

REGISTERED AGENT: FRED L. KOPE
103 OLD SAYBROOK DR.
BOISE, ID 83706

ARTICLE V

This corporation is formed to be the management body, as permitted by the provisions of the "Condominium Property Act" set out as Idaho Code, Title 55, Chapter 15, and its powers are and shall be consistent with the provisions of said Act.

ARTICLE VI

A. The nature of the business and the objects and purposes of this corporation shall be as follows:

1. This corporation (hereinafter referred to as the "Association") shall be the "Management Body" as defined in Section 55-1503, Idaho Code, and as provided for in the terms and conditions of that certain Condominium Declaration for Lakewood Unit No. 12 Condominium Association, Inc., (hereinafter referred to as the "Declaration"), which delegates and authorizes this Association to exercise functions as the Management Body. The Declaration shall be recorded in the office of the County Recorder of Ada County, State of Idaho, together with a certified copy of these Articles of Incorporation appended thereto.

- a. The Management Body shall have the power to have, exercise and enforce all rights and privileges and to assume, incur and discharge all duties, obligations and responsibilities of a Management Body as provided for in the Condominium Property Act and in the Declaration, as such Declaration is originally executed or, if amended, as amended.
- b. The Management Body shall have the power to adopt and enforce rules and regulations covering the use of any Condominium project or any area or units thereof, to levy and collect the annual and special assessments and charges against the condominiums

and the members thereof and, in general, to assume and perform all the functions to be assumed and performed by the Management Body as provided for in the Declaration. It shall have the power to transfer, assign or delegate such duties, obligations and responsibilities to other persons or entities as permitted or provided for in the Condominium Property Act, the Declaration or in an agreement executed by the Association with respect thereto.

B. In addition to the foregoing, where not inconsistent with either the Idaho Condominium Property Act, Chapter 15, Title 55, Idaho Code, or Title 30, Chapter 10, Idaho Code, being the Nonprofit Corporation Law set out therein, the corporation shall have the following powers:

1. The authority set forth in Title 30 of the Idaho Code relating to the organization and conduct of general business corporations.

2. To buy, sell, acquire, hold or mortgage or enter into security agreements, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description.

3. To buy, sell, lease, let, mortgage, exchange or otherwise acquire, dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated and of any interest and rights therein to the same extent as natural persons might or could do and without limit as to amount.

4. To borrow money, to draw, make, accept, enforce, transfer and execute promissory notes, debentures and other evidences of indebtedness and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation.

5. To have one or more offices, to carry on all or any part of its operations and business, to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named or which shall at any time appear conducive or expedient for the protection or benefit of this association and which now or hereafter may be authorized by law.

6. The foregoing clauses are to be construed both as objects and powers as hereby expressly provided, and the enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the corporation. The corporation shall have the power to do all acts that are necessary and convenient to obtain the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do within the framework of the Idaho Condominium Property Act, these Articles of Incorporation, and the general corporation laws of the State of Idaho.

ARTICLE VII

Section 1. Members shall be entitled to receive a Certificate of Membership, which certificate shall state the number of votes he is entitled to cast as a member of the Association.

Section 2. There shall be one membership in the corporation for each condominium in the Lakewood Unit No. 12 Condominiums as established in the Declaration. The total number of memberships shall be not more than 32. Members of the corporation must be and remain owners of condominiums within the project set forth in the Declaration to be recorded in Ada County, State of Idaho, and the Association shall include all owners of condominiums within the project. If title to a condominium is held by more than one (1) person, the membership relating to that condominium shall be shared by all such persons in the same proportionate interest and in the same type of tenancy as the title to the condominium is held.

Section 3. No person or entity other than the owner may be a member of the Association. A member shall not assign or transfer his membership certificate except in connection with the transfer or sale of a condominium; provided, however, that the rights of the membership may be assigned as further security for a loan secured by a lien on a condominium. Every person or entity who is an owner of any condominium unit included in any condominium project for which the Association has been or may be designated as a management body shall be required to be a

member of the Association and remain a member so long as such a person or entity shall retain the ownership of a condominium unit. Membership in the Association is declared to be appurtenant to the title of the condominium unit upon which membership is based and automatically shall pass with the sale or transfer of the title to the unit. Members shall not have preemptive rights to purchase other memberships in the Association or other condominium units in the project.

Section 4. The voting rights of the members of the Association shall be divided into two classes:

Class A: Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each condominium unit owned. When more than one (1) person holds an interest in any condominium unit, all such persons shall be members. The vote for such condominium unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any condominium unit.

Class B: Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each condominium unit owned. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

The Declaration shall set forth the percentage interest of each member in the Common Area, which interest shall be the same for all condominium units. The rights and interests of new members shall be determined in the same way as such percentage interests and rights were determined for old members.

Section 5. In any election of the members of the Board, every owner (including the developer) entitled to vote at such election shall have the right to accumulate his votes and give one candidate or divide among any number of candidates a number of votes equal to the number of votes to which that owner is entitled in voting upon other matters multiplied by the number of directors to be elected. The candidates receiving the highest number of votes up to the number of the Board members to be elected shall be deemed elected. Any director may be removed from office by a vote of a majority of the members entitled to vote at an election of directors; provided, however, that unless the entire board is removed an individual director shall not be removed unless the number of votes cast against his removal exceeds the quotient arrived at when the total number of votes cast is divided by one (1) plus the authorized number of directors. If any or all directors are so removed, new directors may be elected at the same meeting.

Section 6. Except as otherwise expressly stated herein, any of the rights, interests and obligations of the Association set forth herein or reserved herein may be transferred or assigned to any other person or entity; provided, however, that no such transfer or assignment shall relieve the Association of any of the obligations set forth herein. Any such transfer or assignment shall not revoke or change the rights or obligations of any owners as set forth herein.

Section 7. The Association may suspend any owner's voting rights in the Association during any period or periods during which such owner fails to comply with the rules and regulations of the Association or with any other obligations of such owner under the Declaration.

Section 8. Specific voting requirements which require special action of the membership as contained in the Declaration are incorporated herein by reference.

ARTICLE VIII

Each member shall be liable for the payment of assessments provided for in the Declaration and for the payment and discharge of the liabilities of the corporation as provided for in the Declaration, the Idaho Condominium Property Act and as set forth in the By-Laws of the corporation.

ARTICLE IX

The By-Laws of this corporation may be altered, amended or new By-Laws adopted by any regular or any special meeting of the corporation called for that purpose by the affirmative vote of two-thirds of the members present at such meeting.

ARTICLE X

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 thereof, including the liability of the members for the payment of assessments, the By-Laws may incorporate by reference the provisions of the Declaration recorded in Ada County, State

of Idaho, provided that a true and correct copy of such Declaration is attached to and made a part of the By-Laws of the corporation.

ARTICLE XI

The business affairs of the Association shall be managed and controlled by a Board of Directors. The initial Board of Directors shall be five (5); however, the By-Laws of the Association may provide for an increase or decrease in their number provided that the number of directors shall not be less than three (3) unless all the certificates of membership of the corporation are owned beneficially of record by either one (1) or two (2) members, in which event the number of directors shall not be less than the number of members.

ARTICLE XII

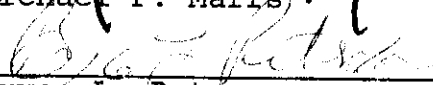
The names and post office addresses of the incorporators are as follows: **AND INITIAL DIRECTORS**


<u>NAME</u>	<u>ADDRESS</u>
Fred L. Kopke	Box 1761 Boise, Idaho 83701
Michael P. Marrs	255 Old Saybrook Drive Boise, Idaho
Bryce L. Peterson	4250 Glenwood Boise, Idaho 83704
John P. Tate, Jr.	515 West Linden Boise, Idaho 83706
William D. Tate	209 West Linden Boise, Idaho 83706

IN WITNESS WHEREOF, We have hereunto set our hands and
this 16th day of FEBRUARY, 1981.


Fred L. Kopke


Michael P. Marrs


Bryce L. Peterson


John P. Tate, Jr.


William D. Tate

STATE OF IDAHO

County of Ada

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) ss
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On this 16th day of FEBRUARY, 1981, before me, the undersigned, a Notary Public in and for said state, personally appeared FRED L. KOPKE, MICHAEL P. MARRS, BRYCE L. PETERSON, JOHN P. TATE, JR., and WILLIAM D. TATE, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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 hereinabove written.


Notary Public for Idaho
Residence: Boise, Idaho