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**ARTICLES OF INCORPORATION OF
THE BEAR CLAW SUBDIVISION CORPORATION**

**SECRETARY OF STATE
STATE OF IDAHO**

In compliance with the requirements of the laws of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, including particularly Section 30-117A of the Idaho Code, the undersigned natural persons, each of whom are of full age and residents of the United States, in order to form a non-profit corporation for the purposes hereinafter stated, do hereby as incorporators, adopt the following Articles of Incorporation and certify:

**ARTICLE I
CORPORATION'S NAME**

The name of this corporation is **THE BEAR CLAW SUBDIVISION CORPORATION**, hereinafter called the "Corporation."

**ARTICLE II
PURPOSE AND POWERS OF THE CORPORATION**

The purpose for which the Corporation is organized is to function as a property owners' association, and in that capacity to undertake transactions of any lawful activity, including all duties and obligations imposed upon it by the Declaration of Covenants, Conditions and Restrictions, recorded on July 10, 1996, as Instrument No. 488109 records of Bonner County, Idaho ("Declaration"), which relate to, and govern the use of the real property embraced within Bear Claw Subdivision in said county. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of the Corporation is located at P.O. Box 457 Clark Fork, ID 83811

**ARTICLE IV
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The initial Registered Agent is Louie Ladenburger, and the initial registered office is 620 Bearclaw Rd., Clark Fork, ID 83811.

IDAHO SECRETARY OF STATE
12/29/2008 05:00
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**ARTICLE V
INCORPORATOR VI**

The Incorporator of this corporation is Joshua Wright, P.O. Box 701, Clark Fork, ID 83811.

**ARTICLE VII
DISSOLUTION: METHOD AND DISTRIBUTION**

The Corporation may be dissolved only upon (a) a majority vote by the board; and (b) by the members by two-thirds (2/3) of the votes cast or majority of the total voting power, whichever is less.

In the event of the dissolution, liquidation, or winding up of the corporation, the corporation's assets remaining after payment of all known debts and liabilities of the corporation shall be divided among and be distributed to those members thereof in accordance with their respective rights therein.

**ARTICLE VIII
PROHIBITION ON PRIVATE INUREMENT**

No part of the collections of this corporation shall benefit any private individual, except as expressly and lawfully provided in those sections of the Declaration and Bylaws with respect to the management, maintenance and care of the Common Area, and other than by a rebate of excess membership dues, fees or assessments.

**ARTICLE IX
MEMBERSHIP**

The authorized number and qualifications for membership in this corporation, the class of membership, the property, voting and other rights and privileges of members and their liability to dues and assessments and the methods of collection thereof, shall be as provided for in the Bylaws and Declaration of this corporation.

**ARTICLE X
VOTING RIGHTS**

The Corporation shall have one class of voting members, as prescribed in its bylaws. In no event shall more than one vote be cast with respect to any lot.

ARTICLE XI DUES AND ASSESSMENTS

Each member shall be deemed to covenant and agree with every other member, and with the Corporation, to pay dues and assessments duly levied by the Corporation for the purposes provided in the Declaration and these Articles of Incorporation. Dues and assessments shall be made, secured, and collected as to each Lot, and the owners thereof, as provided for in these Articles and the Declaration.

Assessments are enforceable by the Corporation by civil action or by the forfeiture of membership upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. The Corporation may secure dues and assessments that are sixty (60) days or more overdue by a lien upon real property to which membership rights are appurtenant. Failure by any member to pay dues and assessments. Notice of said lien shall be furnished in writing no earlier than twenty (20) before the lien's execution.

ARTICLE XII INITIAL BOARD OF DIRECTORS

Subject to the provisions of the Idaho Nonprofit Corporation Law and any limitations in the Articles and these Bylaws relating to action required to be approved by the Members, the business and affairs of the Association shall be vested in, and exercised by, the Association's Board of Directors (sometimes referred to as "board of managers"), the composition and specific authority of which is provided in the bylaws. The initial directors shall be as follows:

Trish Gear,	103 Bear Claw Rd. Clark Fork, ID 83811
Chris Shelton,	P.O. Box 650, Clark fork, ID 83811
Charles Wright,	P.O. Box 218, Clark Fork, ID 83811

ARTICLE XIII INITIAL OFFICERS

Joshua Wright, whose address is P.O. Box 701, Clark Fork, 8381, is hereby elected as the first President. Angela Updike, whose address is 875 Bear Claw Rd. Clark Fork, ID 83811, is hereby elected as the first Vice President. Louie Ladenburger, whose address is P.O. Box 493, is hereby elected as the first Secretary/Treasurer.

ARTICLE XIV AMENDMENTS TO THESE ARTICLES

Any amendment of the Articles of Incorporation must be approved: (a) by the board, if the amendment does not relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or

selected; (b) except as provided in the following paragraph, by the members by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less; and (c) in writing by any person or persons whose approval is required by a provision of the articles authorized in this section.

Matters not requiring a vote by the members include: (a) to delete the names and addresses of the initial directors; (b) To change the registered agent and office; (c) to change the corporate name by substituting the word "corporation," "incorporated," "company," "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," for a similar word or abbreviation in the name, or by adding, deleting or changing a geographical attribution to the name; or (d) to make any other change expressly permitted by the Idaho Nonprofit Corporation Act to be made by director action.

ARTICLE XV DURATION

The Corporation shall exist perpetually.

ARTICLE XVI CHOICE OF LAW

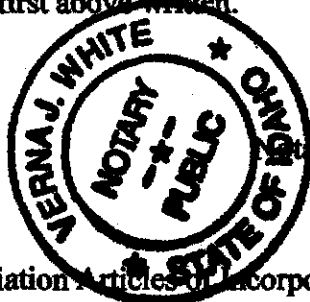
This corporation elects to be governed by all of the provisions of the Idaho Non-Profit Mutual Benefit Corporation Law.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we the undersigned representing all the incorporators listed in this document have executed these Articles of Incorporation this 16 day of Dec, 2008.

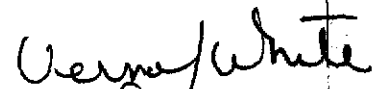

Joshua Wright, Incorporator

On this 16th day of Dec, 2008, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Joshua Wright, known to me to be the persons whose names are subscribed in the foregoing instrument, and who acknowledged to me that they executed the same.

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



Notary Public for Idaho


Res. det. Sandoval, UT, Del
Comm Ex 4/16/10