



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

CAVE BAY COMMUNITY SERVICES, INC.

was filed in the office of the Secretary of State on the **1st** day
of **March** A. D. One Thousand Nine Hundred **Seventy-nine** and
is ~~will be~~ duly recorded on ~~File No.~~ **microfilm** of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Worley, Idaho in the County of **Kootenai**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative
Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **1st** day of **March**
A.D., 1979.

Secretary of State.

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SECRETARIAT OF
ARTICLES OF INCORPORATION STATE

OF

CAVE BAY COMMUNITY SERVICES, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being citizens of the United States of America and of legal age, do and have this day voluntarily associated ourselves together for the purpose of forming a nonprofit cooperative corporation under the laws of the State of Idaho, and do hereby certify:

ARTICLE I.

The name of this corporation shall be:

CAVE BAY COMMUNITY SERVICES, INC.

ARTICLE II.

The objectives and purposes for which this corporation is formed are as follows:

- (1) To enforce the Covenants of Restriction of Carroll's Cave Bay Homesites as recorded March 25, 1965, in Book 58 of Miscellaneous, at page 117, records of Kootenai County, Idaho, and the First, Second, Third, Fourth, and Fifth Additions of Carroll's Cave Bay Homesites, and the purpose is for the mutual benefit and use by the present and future members of this association.
- (2) To acquire and hold title and easements to the water well and water distribution system serving Carroll's Cave Bay Homesites and Additions, and to obtain, maintain, and control the sewer system and distribution system and the sewer lagoons, all of which serve

Carroll's Cave Bay Homesites and the five Additions, and adjacent undeveloped property as was by original development plan thereto; and to hold title to certain designated and dedicated streets and roadways and to obtain and hold legal title, and to maintain certain other roadways which service the Carroll's Cave Bay Homesites and Additions, and any future property to be incorporated within the limits and boundaries for which this nonprofit corporation is formed.

(3) To acquire and hold title to and to control the use and maintenance of the boat access ramp, and the swimming area which has been designated by developer, Virgil Carroll and Greenacres Development Company, for the perpetual use, benefit and enjoyment of the owners of lots in Carroll's Cave Bay Homesites and any of the five Additions, and any future Additions or property to be included within the service area of this nonprofit services corporation.

(4) To acquire and hold title to and to control the use and maintenance of the fresh water supply system of Carroll's Cave Bay Homesites and Additions thereto, and any future Additions thereto, and for the perpetual use, benefit and enjoyment of owners of lots in the Homesites and Additions, and any future Additions; and to distribute water as a nonprofit venture to the members of this nonprofit corporation association, and, under certain conditions, to nonmembers.

(5) To acquire and hold title to and control the use and maintenance and repair of the platted private roadways in Carroll's Cave Bay Homesites and the Additions thereof, and any Additions thereto, for

the perpetual use, benefit and enjoyment of the owners of lots in Carroll's Cave Bay Homesites and Additions, and any future Additions or property to be served from or by the nonprofit corporation's facilities.

- (6) To acquire and hold title and to control the use and maintenance of the sewer system, distribution system, and the sewer lagoons, which are in place and in use, for the benefit and enjoyment of the owners of Carroll's Cave Bay Homesites and Additions, and any future Additions, to provide said sewer services on a nonprofit venture to the members of this nonprofit corporation and under certain conditions to nonmembers.
- (7) To acquire, buy, sell, lease, own, maintain and improve real and personal property for the mutual use, enjoyment and benefit of the members of this nonprofit corporation.
- (8) To borrow money when necessary.
- (9) To pledge, mortgage or secure property of this association or corporation as security for the payment of any money borrowed for the use and benefit of this nonprofit corporation.
- (10) To exercise without limitation all of the powers granted by the laws of the State of Idaho to a corporation of this character; and to do everything necessary, suitable, and useful, for the accomplishment of any one or more of the objectives herein stated, or which shall at any time appear to be conducive to or expedient for the benefit of this corporation and its members.
- (11) To limit the number of members' shares of this corporation by proper bylaws, to no more than 225 membership shares, each of which will be represented by a share in accordance with the

requirements of the covenants and contracts of Carroll's Cave Bay Homesites and Additions, and of Greenacres Development Company.

- (12) To hire and employ personnel and pay wages or salaries for work performed in the furtherance of the purposes and intents of this corporation.
- (13) To enter into leases, contracts and agreements with any individual, corporation, association or partnership, to carry out the purposes and intents of this corporation.
- (14) To decide all questions arising between members of the corporation concerning property rights, easements and restrictions on the use of private lots or community assets of this association, resorting to arbitration when necessary to do so: PROVIDED, however, that this provision shall not be construed to prevent any member from having legal issues decided by the courts of the State of Idaho.

ARTICLE III.

The registered head office, place of business, and post office address of this corporation shall be: Marilyn Matherly, Idaho registered agent
Address: Route 1, Worley, Idaho 83876

ARTICLE IV.

The term for which this corporation shall exist shall be perpetual after this incorporation.

ARTICLE V.

There shall be no more than 225 shares of capital stock issued by this corporation, each to be issued for a consideration of \$10.00 per share, and pecuniary gain or profit is not an objective of this corporation and the stock shall be of one class only, that is, each share to have one vote. The

basis for issuance of shares of stock in this corporation shall be one share issued per ownership of one lot in Carroll's Cave Bay Homesites, its five Additions, or any future Additions, with a limitation of 225 lots or parcels maximum to be eligible for ownership stock memberships. It is further certified that no officer, member or representative of this corporation shall be entitled to any remuneration by virtue of being an officer, member or director of the corporation, except as provided that said person did labor for and on behalf of this corporation which would require the employment of individuals at hourly wages to perform the same service.

ARTICLE VI.

The members of this corporation shall be comparable to members of a "Home Owners Association" corporation, as set forth in the covenants and contracts of purchasers of property from Virgil Carroll or Greenacres Development Company in past years. Members of this corporation shall have such voting rights as are provided for in the bylaws of Cave Bay Community Services, Inc. No membership represented by stock certificate in this corporation can be sold, assigned or transferred, other than in conjunction with the sale or transfer of title or ownership rights in a lot or lots in Carroll's Cave Bay Homesites and any Additions thereto or any future Additions thereto, and no separate consideration shall be charged or paid for any such rights of membership in said nonprofit corporation.

ARTICLE VII.

A certificate of stock shall be issued to each member of this corporation for the consideration of \$10.00, which shall be nontransferable and nonassignable, except as provided in the bylaws.

ARTICLE VIII.

The bylaws of this corporation, in addition to other provisions, provide for the qualification of members, the terms and conditions of admission, the time, mode, conditions and effect of expulsion or withdrawal from and restoration to membership, admission fees, charges and assessments; and for reimbursement for services rendered to and expenses incurred on behalf of the corporation by any member or officer of the corporation, and such other rules and regulations as are not repugnant to the laws of the state of Idaho.

ARTICLE IX.

There shall be five (5) director-trustees of this corporation, and the names and addresses of the persons who shall act in that capacity until the election of their successors are as follows:

<u>Bettie M. Roecks</u>	-	<u>Route 1, Fairfield, Wa. 99012</u>
<u>Maxine Naslund</u>	-	<u>2004 - 15th Ave.</u> <u>Lewiston, Id. 83501</u>
<u>Harold L. Andre</u>	-	<u>Route 1, Worley, Id. 83876</u>
<u>Richard Raymond Mellick</u>	-	<u>Route 1, Worley, Id. 83876</u>
<u>Marilyn L. Matherly</u>	-	<u>Route 1, Worley, Id. 83876</u>

ARTICLE X.

In the event of the dissolution of this corporation, all of its assets, properties and moneys then on hand or thereunto belonging shall be distributed to such charity or charities as may be recognized under Section 170 of the United States Internal Revenue Code, the particular charity or charities to be determined by a majority vote of the members of the corporation at a meeting called for that purpose.

ARTICLE XI.

The articles and the bylaws of this corporation may be amended in the following manner:

"The bylaws of any nonprofit corporation incorporated under this chapter may be altered, amended or new bylaws adopted at any regular meeting or at any special meeting of the members thereof, called for the purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting; provided, that a quorum as specified in the bylaws of the corporation or the laws of the state of Idaho be present."

IN WITNESS WHEREOF, the persons who are to act in the capacity of director-trustees of this corporation have, as incorporators, hereunto set their hands this 7th day of February, 1979.

Bettie M. Roeks
William M. Roeks
Harold J. Andre
Richard Mellick
Marilyn Matherly

STATE OF Washington)
County of Spokane) ss.

On this 7th day of February, 1979, before me,
the undersigned Notary Public, personally appeared Bettie M. Roeks,
known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that she signed the same as her free and

voluntary act and deed.

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

Wayne H. Jeff
Notary Public for ~~Washington State~~
Residing at ~~Spokane~~
Commission expires ~~September 28, 1979~~

STATE OF Idaho)
County of Kootenai) ss.

On this 8th day of February, 1979, before me, the undersigned Notary Public, personally appeared Maxine Masland, Harold Stenner, Richard Melchick, Merritt Matherly, known to me to be the persons who executed the foregoing Articles of Incorporation and acknowledged to me that they signed the same as their free and voluntary act and deed.

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

Delaware Ferry
Notary Public for ~~State of Idaho~~
Residing at ~~Spokane~~
Commission expires ~~Life~~

STATE OF _____)
County of _____) ss.

On this _____ day of _____, 197____, before me, the undersigned Notary Public, personally appeared _____, known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that _____ signed the same as _____ free and

voluntary act and deed.

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

Notary Public for
Residing at
Commission expires