

**FILED EFFECTIVE**

ARTICLES OF INCORPORATION  
OF  
101 FIRST AVENUE TOWNHOMES ASSOCIATION, INC.

2015 DEC -4 AM 11:36

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act (I.C. Ch. 30.30), adopts the following Articles of Incorporation for the corporation.

ARTICLE 1.           Name

The name of this corporation is 101 First Avenue Townhomes Association, Inc.

ARTICLE 2.           Duration

The duration of this corporation is perpetual.

ARTICLE 3.           Purposes

This corporation is organized to provide an entity for the operation of 101 First Avenue Townhomes, a subplot subdivision located in Ketchum, Idaho per plat recorded as: Sublot 1 per Instrument No. 631339, records of Blaine County, Idaho, and the plats for the other six sublots to be created on Lot 1A of Sun Valley Athletic Club, Blaine County, Idaho, according the official plat thereof on file in the office of the County Recorder, recorded on May 9, 1990 as Instrument No. 319417, records of Blaine County, Idaho, as the Townhomes are constructed on those sublots, and to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and all activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. The powers of this corporation shall be subject to and shall be exercised in accordance with the Declaration of Covenants, Conditions, Restrictions, and Reservations and Easements for 101 First Avenue Townhomes, as it may from time to time be amended, hereinafter referred to as the "Declaration," and shall include, without limitation, the power to levy assessments against the members pursuant to the Declaration.

ARTICLE 4.           Dissolution

Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be distributed among the members of the corporation in accordance with the Declaration.

ARTICLE 5.           Members

The corporation shall have one class of members, which shall consist of the owners of Lots in 101 First Avenue Townhomes. The members shall have the right to vote and the other rights, privileges and obligations set forth in the Declaration and the Bylaws of the corporation.

SECRETARY OF STATE  
12/04/2015 05:00

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**ARTICLE 6.            Registered Office and Agent**

The name of the initial registered agent of the corporation is Blue Sky Estate Management LLC. The address of the initial registered office of the corporation is 710 Buckhorn Dr., Hailey, Idaho 83333.

**ARTICLE 7.            Directors**

The number of directors of this corporation shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors shall consist of three directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members, and until their successors are elected and qualify unless they resign or are removed are Roger Collins, Rick Basnaw and Brendan Lawrence. Their address is 19900 144<sup>th</sup> Ave, NE, Woodinville, Washington 98072.

**ARTICLE 8.            Address of Corporation**

The mailing address of the corporation is PO Box 3059, Sun Valley, Idaho 83353.

**ARTICLE 9.            Indemnification**

The corporation shall indemnify any individual made a party to a proceeding because that individual is or was a director or officer of the corporation and shall advance or reimburse the reasonable expenses incurred by such individual in advance of final disposition of the proceeding to the full extent and under all circumstances permitted by applicable law. Any indemnification provided under this Article shall, unless limited by the terms of the undertaking to indemnify, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators. Any repeal or modification of this Article by the directors or members of the corporation shall not adversely affect any right or protection of any individual who is or was a director or officer of the corporation existing at the time of such repeal or modification.

**ARTICLE 10.           Amendment**

Any amendment to these Articles of Incorporation shall require the approval of members holding a majority of the votes in the corporation.

**ARTICLE 11.           Incorporator**

The name of the incorporator is Nathan A. Luce. His address is 1111 Third Avenue, Suite 3400, Seattle, Washington 98101.

Executed on DECEMBER 3, 2015.

  
NATHAN A. LUCE, INCORPORATOR