

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

RED DEVIL MOUNTAIN HOMEOWNERS' ASSOCIATION, INC.

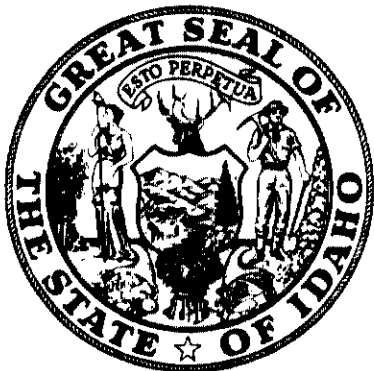
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

RED DEVIL MOUNTAIN HOMEOWNERS' 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 November 15 _____, 19 90 .



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Sabala
Corporation Clerk

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RED DEVIL MOUNTAIN HOMEOWNERS' ASSOCIATION, INC.

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ARTICLE I

The name of this non-profit corporation is RED DEVIL MOUNTAIN HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

The specific and primary purposes for which this non-profit corporation is formed, and the powers which this non-profit corporation shall have are:

1. To provide an Association to which all owners of real property located in Red Devil Mountain Subdivision, Blaine County, Idaho, shall belong, and to maintain and create an environment that will provide maximum opportunity for the orderly development of a residential community. This corporation shall be the Association defined in the Declaration of Covenants, Conditions and Restrictions of Red Devil Mountain Subdivision (hereinafter referred to as the "Declaration") which Declaration is filed of record as Instrument No. _____, dated _____, 1990, in the office of the Blaine County Recorder. All of the words or terms which are capitalized herein shall have the same meanings and definitions as specified in the definitions section of the Declaration, which definitions are incorporated herein by reference.

2. To form an Association in which the rights, privileges, burdens, responsibilities and interest of all members shall be based upon the ownership in Red Devil Mountain Subdivision. This corporation shall have all powers incidental to a corporate structure except as its powers are restricted in the Declaration.

3. To receive and accept and to be obligated to receive, and accept from Developer, grants of right, title and interest in Association property, to assume the functions and obligations imposed upon the Association Property as provided for under the Declaration. All Association Property, both real and personal, received and accepted by the corporation shall be held for the benefit and use of the members of the Association.

4. To prosecute any violation in law or equity against any person or persons who violate or attempt to violate any provisions of the Red Devil Mountain Subdivision Restrictions as set forth in the Declaration and to do all acts reasonably necessary or convenient to carry out all of the provisions of the Red Devil Mountain Subdivision Restrictions.

5. To receive and accept, to take and to hold, directly or indirectly, by request, devise, gift, purchase or lease either absolutely or in trust any real or personal property without limitation as to amount or value for any of the purposes and objectives set forth in these Articles of Incorporation.

6. The corporation shall have the power to levy regular or special assessments to fulfill the obligations and purposes set forth in these Articles of Incorporation and in the Declaration. Such

assessments may be secured by a lien upon real property to which membership rights are appurtenant.

7. In addition to the foregoing, the corporation shall have all of the powers of a general business corporation as specified in Idaho Code §30-1-4.

ARTICLE III

The corporation shall be a non-profit corporation organized pursuant to Title 30, Chapter 3 of the Idaho Code.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The corporation shall not issue any capital stock, but shall issue membership certificates to each member under the terms and conditions set forth in the Corporation By-laws. The owner, including Developer, of each lot located in Red Devil Mountain Subdivision, by virtue of being such an owner and for so long as he is such an owner, shall be deemed a member and shall be issued a membership certificate. At all meetings of members of this non-profit corporation every member of record shall be entitled to one vote for each membership certificate held by such member.

ARTICLE VI

The street address of the corporation's initial registered office is 140 Leadville Avenue, Ketchum, Idaho; the registered agent of the corporation at that address is Rod Kegley; the mailing address of the registered agent is P.O. Box 2063, Ketchum, Idaho, 83340.

ARTICLE VII

The number of directors constituting the initial board of directors shall be three (3). The initial directors of this non-profit corporation shall be ROD KEGLEY, P.O. Box 2063, Ketchum, Idaho 83340, JOANNE VASSAR, P.O. Box 2063, Ketchum, Idaho 83340, and RHETT VAN PAEPEGHEM, P.O. Box 51, Ketchum, Idaho 83340.

ARTICLE VIII

The name and street address of the incorporator of this non-profit corporation is Rod Kegley, 140 Leadville Avenue, Ketchum, Idaho.

ARTICLE IX

The members of this non-profit corporation are hereby granted the authority to change from time to time the authorized number of directors of this non-profit corporation by a duly adopted By-law or by a duly adopted amendment of the By-laws; provided however that the number of directors shall not be greater than five (5) nor less than three (3). The manner of holding membership meetings, the authority and duties of each of the officers of the non-profit corporation, and all other matters for management and control of the non-profit corporation shall be determined by the By-laws of this non-profit corporation and the laws of the State of Idaho. The members of this non-profit corporation hereby reserve the power to amend, alter or repeal the By-Laws of this corporation.

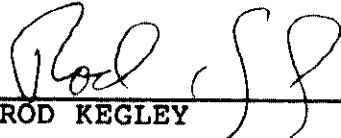
ARTICLE X

The private property of the members, directors and officers of this non-profit corporation shall not be subject to the payment of the corporation's debts to any extent whatsoever.

ARTICLE XI

No dividend shall be paid and no part of the income of this non-profit corporation shall be distributed to its members, directors, or officers; provided, however, that the Association may pay compensation in a reasonable amount to its members, directors or officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation may make final distribution to its members, but only as permitted under Idaho law.

IN WITNESS WHEREOF, for the purposes of conforming this non-profit corporation to the laws of the State of Idaho, the undersigned, constituting the incorporator of this non-profit corporation, has executed these Articles of Incorporation this 11th day of October, 1990.



ROD KEGLEY