



CERTIFICATE OF INCORPORATION  
OF

HERITAGE SQUARE CONDOMINIUM ASSOCIATION, INC.

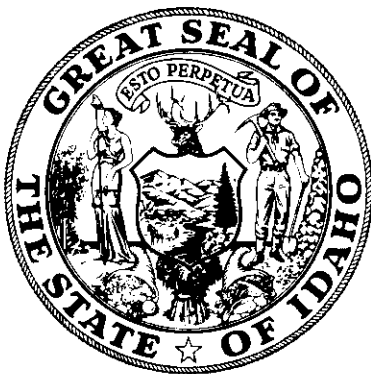
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

HERITAGE SQUARE 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 \_\_\_\_\_ May 28 \_\_\_\_\_, 19 85 .



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION OF  
HERITAGE SQUARE CONDOMINIUM ASSOCIATION, INC.  
(A Non-Profit Corporation)

WE, the undersigned, residents of the State of Idaho, being eighteen (18) years of age or more, do hereby associate ourselves together for the purpose of forming a non-profit corporation under the Idaho Non-Profit Corporation Act, Idaho Code §30-301, et seq.

ARTICLE I

NAME: The name of the corporation shall be HERITAGE SQUARE CONDOMINIUM ASSOCIATION, INC., a non-profit corporation.

ARTICLE II

NON-PROFIT CORPORATION: This corporation is a non-profit corporation created under the Idaho Non-Profit Corporation Act.

ARTICLE III

DURATION: The period of duration of this non-profit corporation shall be perpetual.

ARTICLE IV

PURPOSE: The business and purpose of this corporation is the operation and management of the condominium premises and any other lawful business. This corporation shall also collect and disburse monthly assessments made to purchasers of condominium units at the Heritage Square Condominium site.

ARTICLE V

NON-STOCK CORPORATION: The corporation shall be non-stock and no dividends or pecuniary profits shall be declared as paid to the members thereof; however, all voting members shall be issued certificates of membership which shall evidence their right to be voting members of HERITAGE SQUARE CONDOMINIUM ASSOCIATION, a non-profit corporation.

ARTICLE VI

DIRECTORS: The numbers of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as initial

directors are as follows:

ROGER MORRIS  
5784 Mt. Carroll  
Coeur d'Alene, Idaho 83814

LEE WILLIAMSON  
622 Coeur d'Alene Avenue  
Coeur d'Alene, Idaho 83814

JOAN A. MORRIS  
5784 Mt. Carroll  
Coeur d'Alene, Idaho 83814

The directors shall serve as directors until the first meeting of the Board of Directors of HERITAGE SQUARE CONDOMINIUM ASSOCIATION, a non-profit corporation, at which time directors shall be elected in accordance with the By-Laws of the corporation.

#### ARTICLE VII

ELECTION OF DIRECTORS: The manner in which directors are to be elected by the members is as set forth in the By-Laws.

#### ARTICLE VIII

CORPORATE OFFICERS AND THEIR FUNCTIONS: The general officers of the corporation shall be president, vice president, secretary and treasurer. Principal duties of the president shall be to preside at all meetings of the members and the Board of Directors and to have general supervision of the affairs of the corporation.

The principal duties of the vice president shall be to discharge the duties of the president in the event of absence or disability, or for any cause whatsoever, of the president.

The principal duties of the secretary shall be to affix the seal of the corporation unto such papers as shall be required and directed to be sealed and to keep a record of the proceedings of the Board of Directors and to safely and systematically keep all books, papers, records and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits and profits of any and every nature of the corporation which shall come into its hands and to keep an accurate account of all monies received and disbursed and the proper vouchers for monies disbursed, and to render such

accounts, statements and inventory of monies received and disbursed, of money and property in hand, and generally of all matters pertaining to this office as shall be required by the Board of Directors in its By-Laws.

The Board of Directors may provide for the appointment of such additional officers as they may deem to be in the best interests of the corporation.

Whenever the Board of Directors may so order, any two officers, the duties of which do not conflict, may be held by one person. The officer shall perform such additional different duties as shall from time to time be imposed or required by the Board of Directors or as may be prescribed from time to time by the By-Laws.

#### ARTICLE IX

ELECTION OF OFFICERS: The officers shall be elected by the Directors, who shall first be elected by the members of the corporation.

#### ARTICLE X

MEMBERSHIP REQUIREMENTS: The method and conditions on which members shall be accepted and discharged or expelled shall be as set forth in the By-Laws.

#### ARTICLE XI

AMENDMENTS: These Articles may be amended in a manner provided by statute at the time of amendment.

#### ARTICLE XII

INCORPORATORS: The names and addresses of the persons forming this corporation are as follows:

ROGER MORRIS  
5784 Mt. Carroll  
Coeur d'Alene, Idaho 83814

LEE WILLIAMSON  
622 Coeur d'Alene Avenue  
Coeur d'Alene, Idaho 83814

JOAN A. MORRIS  
5784 Mt. Carroll  
Coeur d'Alene, Idaho 83814

#### ARTICLE XIII

REGISTERED AGENT: The name and address of the registered agent for the corporation is as follows: ROGER MORRIS, 5784

Mt. Carroll, Coeur d'Alene, Idaho, 83814.

IN WITNESS WHEREOF, the incorporators hereinabove named have hereunto set their hands in duplicate this 23rd day of May, 1985.

INCORPORATORS:

Roger Morris  
ROGER MORRIS  
Lee Williamson  
LEE WILLIAMSON  
Joan A. Morris  
JOAN A. MORRIS

STATE OF IDAHO     )  
                          ) ss.  
KOOTENAI COUNTY    )

On this 23rd day of May, 1985,  
personally appeared before me,

a Notary Public in and for said state, ROGER MORRIS, LEE WILLIAMSON and JOAN A. MORRIS, known to me to be the persons whose names are subscribed to the within instrument and they 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 first above written in this certificate.

Merna-Mae Vanderhage  
Notary Public for Idaho  
Residing therein at Coeur d'Alene  
Commission Expires 7-1-86