

**ARTICLES OF INCORPORATION**  
**OF**  
**MARVIN ESTATES PROPERTY OWNERS ASSOCIATION, INC.**

97 OCT 14 PM 3:09  
SECRETARY OF STATE  
STATE OF IDAHO

We, the undersigned Incorporators, being persons legally competent to enter into contracts, for the purpose of forming a nonprofit corporation under the law of the State of Idaho, do hereby adopt the following Articles of Incorporation:

**ARTICLE I.**

**NAME**

The name of the corporation is:

**MARVIN ESTATES PROPERTY OWNERS ASSOCIATION, INC.**

97 OCT 16 PM 2:32  
SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLE II.**

**TERM OF EXISTENCE**

The term of duration of this corporation is perpetual.

**ARTICLE III.**

**NONPROFIT CORPORATION**

The corporation is a non-profit corporation and shall have no capital stock. No part of the income, pecuniary profits, or dividends of the corporation are distributable to its members, directors or officers.

**ARTICLE IV.**

**PURPOSE AND NATURE OF BUSINESS**

This corporation is organized for the following purposes:

1. To engage in any lawful activity for which non-profit corporations may be created.

IDAHO SECRETARY OF STATE

10/14/1997 09:00  
CK: 11711 CT: 25005 BM: 46736

C 12/225

2. To provide for the ownership, management, development, construction, maintenance, improvement and usage of common areas in the Marvin Estates Subdivision.
3. To enforce the covenants and restrictions of the Marvin Estates Subdivision.
4. To promulgate rules and regulations for the Marvin Estates Subdivision.
5. All things necessary to protect the interest of the owners of lots in the Marvin Estates Subdivision.
6. To form an Architectural Committee.

#### **ARTICLE V.**

##### **MEMBERS**

The corporation shall be a membership corporation without shareholders. Each owner of a lot in the Marvin Estates Subdivision shall be eligible for membership in this corporation. There shall be one voting right for each lot owned. Membership shall not require the approval of the Board of Directors or other members of the corporation. Voting may be by proxy in writing dated and signed by a member; provided, however, no such proxy shall be valid after transfer of the lot by the party issuing the proxy.

##### **DEVELOPER AS MEMBERS**

The said MARVIN FAMILY TRUST shall have three (3) voting rights (3 votes) for each lot owned by it in the MARVIN ESTATES SUBDIVISION.

#### **ARTICLE VI.**

##### **REGISTERED AGENT/REGISTERED OFFICE**

The address of the corporation's initial registered office in the State of Idaho shall be HCR 5 Box 150-A, Priest Lake, Idaho 83856. The name of its initial registered agent at

such address is LAWRENCE B. MARVIN.

#### ARTICLE VII.

##### INCORPORATORS

The name and post office address of each of the initial incorporators/members is as follows:

<u>NAME</u>	<u>ADDRESS</u>
LAWRENCE B. MARVIN	HCR 5 Box 150-A Priest Lake, ID 83856
LYNN M. MARVIN	HCR 5 Box 150-A Priest Lake, ID 83856

#### ARTICLE VIII.

##### BOARD OF DIRECTORS

The initial Board of Directors shall consist of the following persons:

<u>NAME</u>	<u>ADDRESS</u>
LAWRENCE B. MARVIN	SEE ABOVE
LYNN M. MARVIN	SEE ABOVE

The corporation shall have not less than three (3) directors on the Board of Directors. The qualifications, terms, manner of election, powers and duties shall be as prescribed by law, these Articles and by the By-Laws as adopted.

#### ARTICLE IX.

##### ASSESSMENTS/CHARGES

Assessments and charges of the corporation shall be made as to each lot. Assessments and charges left unpaid by a lot owner shall be subject to penalties and interest as determined

by the Board of Directors. Unpaid assessments and charges must be paid by any transferee of a lot or successor in interest of a lot.

## **ARTICLE X.**

### **CORPORATE AFFAIRS**

The method and manner of holding directors' meetings and member meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-Laws of the corporation and by the laws of the State of Idaho. By-Laws not inconsistent with these Articles may be adopted, altered, amended or repealed at any regular meeting of the members, or at any special meeting of the members of the corporation called for that purpose, by an affirmative vote of two-thirds (2/3) of the members present at such meeting; provided however, a quorum, which shall be a majority of the eligible votes, shall be present through members or by proxy.

The Board of Directors may repeal and amend the By-Laws of the corporation and adopt new By-Laws.

## **ARTICLE XI.**

### **AMENDMENTS TO ARTICLES**

These articles may be amended in any respect conformable to the laws of the State of Idaho and by a vote of the required percentage of members as required by the laws of the State of Idaho in a meeting of members called for that purpose as prescribed by law.

## **ARTICLE XII.**

### **INTERNAL REVENUE**

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income tax under Internal Revenue Code Section 501 (c) 3. Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the non-profit corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its exempt status under Internal Revenue Code Section 501 (c) 3.

IN WITNESS WHEREOF, The Incorporators have executed these Articles of Incorporation this 7<sup>TH</sup> day of OCTOBER, 1997.

  
LAWRENCE B. MARVIN  
As registered agent and  
as Incorporator

  
LYNN M. MARVIN

STATE OF IDAHO                     )  
  :  
County of Bonner                 )

On this 7<sup>th</sup> day of October, 1997, before me, the undersigned, a Notary Public in and for said state, personally appeared LAWRENCE B. MARVIN and LYNN M. MARVIN, known to me to be the person whose name is subscribed to the within Instrument, and 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 in this certificate first above written.

  
NOTARY PUBLIC for IDAHO  
Residing At Priest River