

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

POINT HAYDEN CO-OPERATIVE ASSOCIATION, INC.

File number C 118455

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 POINT HAYDEN CO-OPERATIVE 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: February 27, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hotley*

ARTICLES OF INCORPORATION

OF

POINT HAYDEN CO-OPERATIVE ASSOCIATION, INC.

The undersigned acting as incorporator of a corporation under the Idaho Business Corporation Act adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is POINT HAYDEN CO-OPERATIVE ASSOCIATION, INC.

ARTICLE II.

This is a non-profit corporation.

ARTICLE III.

This corporation shall have perpetual duration.

ARTICLE IV.

The purposes and objects for which this corporation is formed are the following:

1. To acquire, manage, maintain and control waterfront and other property within the Point Hayden development for the use of members of this association.
2. To collect membership fees and assessments for the purpose of improving property for the mutual benefit of the owners of lots in the Point Hayden subdivision, who are members of the association in accordance with the bylaws of this association.
3. To engage in such other activities as are consistent with the objectives of the organization.

IDAHO SECRETARY OF STATE
DATE 02/21/1997
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ARTICLE V.

The corporation shall have the following powers:

1. To sue and be sued before competent tribunals at the will of the directors or membership.
2. To own, buy, sell, lease, assign, mortgage, hypothecate and by all lawful acts, deal in real and personal property, including the erection and maintenance of buildings and the obtaining of personal property which would further the interests of the corporation.
3. To establish bank accounts, charge dues and fees, solicit money, engage in non-profit enterprises, raise money, hire and fire employees, make loans, acquire loans, deal in choses of action, and engage in any enterprise connected to the purposes herein established in any lawful way, so long as the same are of a non-profit nature.
4. To issue bonds, notes and other instruments of debt and to deal in the stocks, bonds, notes, mortgages and debt instruments of any other person, firm or corporation.
5. To join or merge with any other group, firm, association or corporation, non-profit in nature, whose purposes are not in conflict with those herein stated.
6. In the event of dissolution, assets will be distributed to the then existing members.

ARTICLE VI.

This shall be a membership corporation. The membership fees and conditions shall be established by the bylaws. The ownership of any lot in the original Point Hayden subdivision shall entitle the owner and spouse to one membership per each lot owned, subject to the conditions established by the bylaws.

ARTICLE VII.

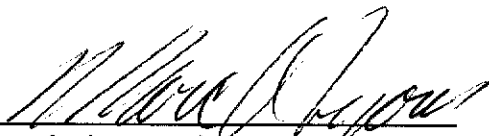
The location and post office of the registered office of the corporation is: c/o Joan Ebersole, 3137 Point Hayden Drive, Hayden Lake, Idaho 83835. Joan Ebersole is the initial registered agent of the corporation. The incorporator is Marc Lyons, 3108 Point Hayden Drive, Hayden Lake, Idaho 83835.

ARTICLE VIII.

The number of directors of this corporation shall not be less than three (3) nor more than nine (9). The names and addresses of the persons who are to serve as directors until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Joan Ebersole	3137 Point Hayden Drive, Hayden Lake, ID 83835
Marc A. Lyons	3108 Point Hayden Drive, Hayden Lake, ID 83835
Maggie Y. Lyons	3108 Point Hayden Drive, Hayden Lake, ID 83835

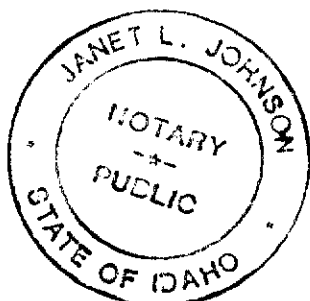
DATED this 19th day of February, 1997.

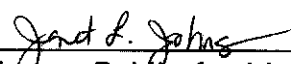


Marc A. Lyons, Incorporator

STATE OF IDAHO)
) ss.
County of Kootenai)

I, Janet L. Johnson, a notary public, do hereby certify that on this 19th day of February, 1997, personally appeared before me Marc A. Lyons, who, being by me first duly sworn, declared that he is the incorporator of POINT HAYDEN CO-OPERATIVE ASSOCIATION, INC., that he signed the foregoing document as Incorporator of the corporation and that the statements therein contained are true.





Notary Public for Idaho
Residing at Coeur d'Alene
My commission expires: 11/8/99