

**RESTATED AND SECOND AMENDED ARTICLES OF INCORPORATION
OF
STEAMBOAT BAY ADDITION, INC.
(2021)**

For Office Use Only

-FILED-

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THE UNDERSIGNED President and Secretary of Steamboat Bay Addition, Inc., an Idaho nonprofit corporation (originally formed in 1982 as Idaho nonprofit cooperative corporation entity no. C71402 under the provisions of Idaho Code Title 30, Chapter 10) hereby certify, acknowledge and adopt the following Restated and Second Amended Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is Steamboat Bay Addition, Inc. (Idaho Secretary of State No. 0000224732)

ARTICLE II – POWERS

The objectives and purposes and powers of this corporation are to do all things necessary or convenient to carry out its affairs, including without limitation:

- To sue and be sued, complain and defend in the name of the corporation; and
- To make and amend Bylaws for regulation and managing the affairs of this corporation that are not inconsistent with the laws of the State of Idaho and the United States; and
- To buy, sell, lease, acquire, own, maintain and improve real and personal property, including water and water rights, for the mutual use, enjoyment and benefit of the members; and
- To build, own, maintain, buy and sell, a water system to distribute water as a non-profit venture to the members hereof and, under certain conditions, to non-member; and
- To build, own, maintain, buy and sell, boat docks and moorage for the benefit and use of the members hereof and under conditions to non-members; and
- To borrow money when necessary; and
- To pledge, mortgage, or secure property of said corporation as security for the payment of any money borrowed for the use and benefit of this corporation except as limited by Section 30-30-620 Idaho Code as currently stated or as amended in the future; and
- To exercise without limitations all the powers granted by the laws of the Ste of Idaho unto a corporation of this character, and to do everything necessary and suitable and useful for the accomplishment of any one or more of the objectives herein stated or which shall at any time appear to be conducive to or expedient for the benefit of this corporation; and

- To establish conditions for admission of members, to admit member, to issue memberships, to limit the number of members of this corporation and to set forth and determine the qualifications of membership; and
- To impose dues, assessments, admissions and transfer fees upon members, levy assessments upon the membership, and fix the amount and method of collection of assessments; and
- To make assessments payable at such times or intervals and upon notice, and to enforce assessments by civil action or forfeiture of membership, or both, , including but not limited to securing such assessments by a lien upon real property to which such membership rights are appurtenant in accordance with Section 30-30-202 and Section 30-30-407 Idaho Code as currently enacted or amended in the future; and
- To hire and employ personnel and pay thereunto salaries or wages for work performed in the furtherance of the purposes and intents of this corporation; and
- To enter into leases, contracts and agreements with any individual, corporation, association or partnership to carry out the purposes and interests of this corporation; and
- To conduct activities, locate offices and exercise the powers granted by Idaho law within or without the state; and
- To do all things necessary or convenient, not inconsistent with law, to further activities and affairs of the corporation.

ARTICLE III – REGISTERED AGENT

The current registered agent of the corporation as recorded with the Idaho Secretary of State is

Connie Johnson
7366 W. Sanders Rd.
Coeur d' Alene, ID 83814

The registered agent may be changed from time to time and reported to the Idaho Secretary of State, in accordance with applicable laws and regulations.

ARTICLE IV – TERM OF EXISTENCE

The term for which this corporation shall exist is perpetual.

ARTICLE V – PURPOSES

Pecuniary gain or profit is not an objective of this corporation. No officer, member, or director of this corporation shall be entitled to any remuneration by virtue of being an officer, member, or director of this corporation except in the event said officer or member or director

does work for and on behalf of the corporation which would otherwise require the employment of individuals at an hourly wage to perform the same service.

ARTICLE VI – NO FOR PROFIT NATURE

This corporation is organized upon a nonstock, certificate of membership basis. Such memberships shall be non-transferable, non-assignable and non-dividend bearing.

ARTICLE VII [deleted]

ARTICLE VIII – BYLAWS

The Bylaws of this corporation may, in addition to other provisions, provide for the number and qualifications of members, the terms and conditions of admission, the time, mode, conditions and effect of expulsion or withdrawal from and restoration to membership, admission fees, monthly charges and dues, and for reimbursement of services rendered to and expenses incurred on behalf of, the corporation by any member or officer of the corporation and such other rules and regulations as are not inconsistent with the laws of the State of Idaho.

ARTICLE IX – BOARD OF DIRECTORS

The members of this corporation shall also be the directors and incorporators. The names and addresses of the directors constituting the Board of Directors are as follows:

Marlene Smick	3817 S. Custer Spokane, WA 99223
Monty Smick	3817 S. Custer Spokane, WA 99223
Gerald Gardner	7314 W. Sanders Road Coeur d' Alene, ID 83814
Kym Gardner	7314 W. Sanders Road Coeur d' Alene, ID 83814
Katherine Murphy	PO Box 2154 Leavenworth, WA 98826
David Murphy	PO Box 2154 Leavenworth, WA 98826
David Johnson	7366 W. Sanders Road Coeur d' Alene, ID 83814
Connie Johnson	7366 W. Sanders Road Coeur d' Alene, ID 83814

Frank Rhuby	7378 W. Sanders Road Coeur d' Alene, ID 83814
Alan Asper	PO Box 1723 Coeur d' Alene, ID 83816
James Mosher	7377 Camas Ct. Coeur d' Alene, ID 83814

ARTICLE X – DISSOLUTION

In the event of the dissolution of this corporation all of the assets, properties, and monies thereof or thereunto belonging to it shall be distributed to such charity or charities as may be recognized under Section 170 of the United States Internal Revenue Code as currently enacted or amended in the future, the particular charity or charities to be determined by a majority vote of the members of the corporation at a meeting called for that purpose.

ARTICLE XI [deleted]

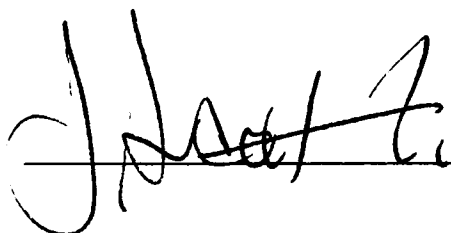
THESE SECOND AMENDED ARTICLES OF INCORPORATION were adopted at a meeting of the members, duly called in accordance with Idaho law, at which a majority voted to adopt and consent to such revisions.

IN WITNESS WHEREOF these Second Amended Articles of Incorporation are hereby signed this 24th day of March, 2021.

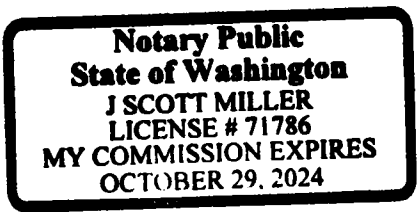

MARLENE SMICK, President

I certify that I know or have satisfactory evidence that MARLENE SMICK is the person who appeared before me as President of Steamboat Bay Addition, Inc., and that she acknowledged that she signed this instrument, on oath, subject to the penalty for perjury, and stated that she is authorized to execute the instrument as President of the corporation and acknowledge it to be her free and voluntary act for the uses and purposes mentioned in this instrument.

Dated: 24 March 2021



(signature)



Notary Name: J. Scott Miller
Notary Public in and for the State of Washington
Residing at: Spokane
My Appointment Expires: 10-29-2024 (print)