

State of Idaho

Department of State

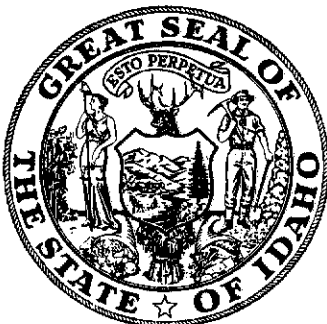
CERTIFICATE OF INCORPORATION OF

RIVER RUN AT POST FALLS OWNERS' ASSOCIATION, INC.
File number C 112524

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 RIVER RUN AT POST FALLS OWNERS' 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 1, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Seibel*

**ARTICLES OF INCORPORATION
OF
RIVER RUN AT POST FALLS OWNERS' ASSOCIATION, INC.**

The undersigned, acting as incorporator of a non-profit corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such Corporation:

**I.
CORPORATE NAME**

The name of the Corporation is RIVER RUN AT POST FALLS OWNERS' ASSOCIATION, INC.

**II.
NON-PROFIT STATUS**

The corporation shall be a non-profit corporation.

**III.
PERPETUAL DURATION**

The period of its duration is perpetual.

**IV.
PURPOSES & POWERS**

The purpose or purposes for which the Corporation is organized, and its authority are as follows:

- (a) To provide for the acquisition, construction, management, operation, administration, maintenance, repair, improvement, preservation, insurance, and architectural control of Association property and all property within that certain planned unit development subdivision situated in Kootenai County, State of Idaho, commonly known as RIVER RUN, according to the plat thereof recorded or to be recorded in the office of the Kootenai County, Idaho Recorder, as well as to any additional land to which, by membership, the powers and purposes of this corporation are extended, and to promote the health, safety and welfare of said property and of the membership of the corporation, in accordance with the By-Laws duly adopted by the corporation and those certain Covenants, Conditions, and Restrictions, as from time to time amended, (the Declaration), to be recorded in the office of the Recorder, Kootenai County, State of Idaho.
- (b) To fix, levy, collect and enforce the assessments and fines as may be set forth in the Declaration and By-Laws;
- (c) To pay all expenses and obligations incurred by the Association in the conduct of its business, including without limitation, all licenses, taxes or governmental charges levied or imposed against the Association property; and,
- (d) have and exercise any and all powers, rights and privileges which a corporation, under the Idaho

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V.

MEMBERS AND MEMBERSHIP

1. *Non-stock Corporation.* There shall be no stock issued by the corporation and there shall be no shareholders. Participation in the management and ownership of the corporation shall be by membership only.
2. *Membership.* The membership of the corporation shall be governed by that certain Declaration of Covenants, Conditions, Restrictions and Reservations of Easements for RIVER RUN, a Planned Unit Development, (the "Declaration") to be recorded in the records of Kootenai County, Idaho, and by the By-laws of the corporation.
3. *Limitation on Transfer/Distribution.* Membership in the corporation is appurtenant to and cannot be segregated from ownership of a Lot within the jurisdiction of the corporation. Except as may be provided in the case of dissolution of the corporation and subject to the provisions of Article XI, herein, a dissenting member shall not be entitled to any return or any contribution or other interest in the corporation.

VI.

BY-LAWS

The provisions for the regulation of the internal affairs of the corporation shall be contained in the By-Laws, which shall be duly adopted by the board of directors of the corporation and which shall be consistent with the provisions of the Declaration, as from time to time amended.

VII.

REGISTERED OFFICE/AGENT

The street address of the initial registered office of the corporation and the name of its initial registered agent at such street address is as follows:

Dennis M. Davis, Registered Agent
WITHER SPOON, Kelley, Davenport & Toole
The Spokesman Review Building
608 Northwest Blvd., Suite 401
Coeur d'Alene, ID 83814-2146

VIII.

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be not less than 3 nor more than 7, all of whom shall be members of the Association or agents of a corporate or other nonindividual Member or agents of the Grantor named in the Declaration. The number of Directors may be changed by the amendment of the by-laws of the corporation. The names and addresses of the persons who are to serve as initial directors until their successors are elected and shall qualify are:

NAME/ADDRESS

John A. Taylor
Bud Aaker
Lon Halvorson

927 W. 9th Avenue, Spokane, WA 99204
3125 S. Winthrop Lane, Spokane, WA 99203
12515 Willows Road N.E., #210, Kirkland, WA 98034

IX.
INCORPORATOR

The name and address of the incorporator is as follows:

NAME

ADDRESS

John A. Taylor

1927 West 9th Avenue
Spokane, WA 99204

X.
ASSESSMENTS/ENFORCEMENT

Assessments may be levied upon the membership as set forth in the Declaration and By-Laws. The manner of assessment and collection of such levies shall be determined by the directors, and as provided in the Declaration and By-Laws, provided that assessments shall constitute a lien in the Lot to which the membership is appurtenant, and shall be enforceable as set forth in the Declarations and By-Laws and as by law provided.

XI.
DISSOLUTION

In the event of the dissolution, liquidation, or winding up of the corporation, and after paying or adequately providing for all of the debts and obligations of the corporation, the Directors shall cause the remaining assets of the corporation, if any, to be distributed according to the provisions of Idaho Code §§ 30-3-109, 113, 114 & 115, and any other provision(s) of Title 30, Chapter 3 of the Idaho Code, as the same may from time to time be amended.

XII.
AMENDMENT

These Articles may be amended at any time and in any manner permitted by law by the vote or written assent of seventy-five percent (75%) of the total voting power of each class of memberships then in existence, provided that such amendment(s) to be effective, must be consistent with the provisions of the Declaration as the same may, from time to time be amended.

DATED This 27 day of October, 1995.

INCORPORATOR:

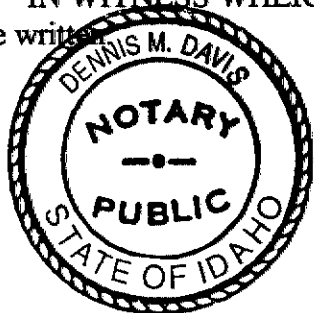


John A. Taylor

STATE OF IDAHO)
 : ss
County of Kootenai)

On this 27th day of October, 1995, before me, the undersigned Notary Public in and for the said State, personally appeared John A. Taylor, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Dennis M. Davis
Dennis M. Davis
Notary Public for Idaho
Residing at: Coeur d'Alene
Commission expires: 8-20-99