

CERTIFICATE OF INCORPORATION
OF

COLD SPRINGS PROPERTY OWNERS ASSOCIATION, INC.

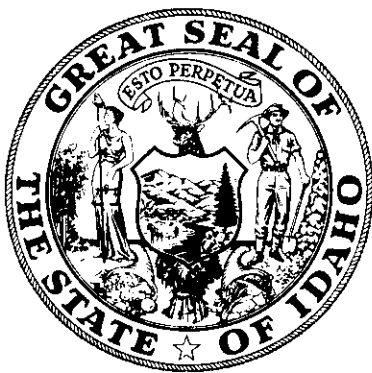
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

COLD SPRINGS PROPERTY 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 August 11, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
COLD SPRINGS PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, acting as incorporators of a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for the nonprofit corporation.

ARTICLE I

The name of the corporation is COLD SPRINGS PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II

The corporation is a nonprofit corporation, and it shall have no capital stock. No dividends or pecuniary profit shall be declared to the members of the corporation. The corporation is formed to be a residential real estate management association and to provide for the acquisition, construction, management, maintenance and care of real and personal property held by the corporation or commonly held by members of the corporation, or located in the development and owned by members of the corporation, and otherwise to act and be operated as a "home owners association" as defined in Section 528 of the Internal Revenue Code of 1954, as amended, and as further defined in the supporting regulations to the Internal Revenue Code.

ARTICLE III

The period of existence and the duration of the life of this nonprofit corporation shall be perpetual.

ARTICLE IV

The nonprofit corporation is organized for the purpose of promoting the health, safety, and welfare of the members of the corporation by serving as a legal entity to carry out the following functions:

A. To enforce, through litigation or other legitimate means, the provisions of those certain "Declarations of Restrictions and Limitations as to Use of Land Embraced Within Cold Springs Subdivision in Blaine County", or any amendments thereto; and to retain legal

counsel and incur other legal expenses in the process of enforcing those provisions.

B. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments. Each member shall be deemed to covenant and agree with each other and with the corporation to pay dues and assessments made by the corporation for the purposes provided in these Articles of Incorporation. Dues and assessments shall be made and collected as provided in the Bylaws. Unpaid dues and assessments, together with interest thereon, shall be secured by lien on the real property owned by the delinquent member in the Cold Springs Subdivision upon recordation of Notice of Assessment. Such lien may be enforced by the corporation, after failure of the member to pay such assessment, by sale of the property in the manner permitted by Idaho law for the exercise of powers of sale in deeds of trust or any other manner permitted by law.

C. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the association.

D. To borrow money and mortgage, pledge, deed and trust, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

E. To have and to exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

F. To carry out all of the functions that Section 528 of the Internal Revenue Code of 1954, as amended, and the supporting regulations to that Code, allow a "home owners association" to carry out.

ARTICLE V

Every person or entity who is a record owner of a fee or fee interest in any platted lot in the Cold Springs Subdivision, including contract purchasers, shall be members of the nonprofit corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated

from ownership of any platted lot which is in the Cold Springs Subdivision.

ARTICLE VI

The affairs of the nonprofit corporation shall be managed by a Board of Directors who shall be members of the corporation. The number of directors shall be changed from time to time by amendment of the Bylaws.

The initial directors of the nonprofit corporation and their addresses are as follows:

Doris Ferreira
P. O. Box 291
Sun Valley, Idaho 83353

Robert E. Nero
P. O. Box 886
Ketchum, Idaho 83340

Michael Bouiss
P. O. Box 251
Ketchum, Idaho 83340

Martin Chandler
P. O. Box 1463
Ketchum, Idaho 83340

Mike McGivern
P. O. Box 937
Sun Valley, Idaho 83353

ARTICLE VII

The initial incorporators of the nonprofit corporation and their addresses are as follows:

Doris Ferreira
P. O. Box 291
Sun Valley, Idaho 83353

Robert E. Nero
P. O. Box 886
Ketchum, Idaho 83340

Michael Bouiss
P. O. Box 251
Ketchum, Idaho 83340

Martin Chandler
P. O. Box 1463
Ketchum, Idaho 83340

Mike McGivern
P. O. Box 937
Sun Valley, Idaho 83353

ARTICLE VIII

The location and principal office of the nonprofit corporation is c/o The Offices of Kneeland, Laggis, Korb, Collier, Benjamin and Russell, Chartered, Kneeland Building, Saddle Road, Ketchum, Idaho, 83340. The post office address of the nonprofit corporation is: P. O. Box , Ketchum, Idaho, 83340. The registered agent of the association is Kneeland, Laggis, Korb, Collier, Benjamin and Russell, Chartered, P. O. Box 258, Kneeland Building, Saddle Road, Ketchum, Idaho, 83340.

DATED This 7th day of August, 1981.

M. McGivern
Doris Herrera
Martin Chandler
Michael J. Quinn
Robert E. Hero