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# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

BUFFALO RIVERSIDE CABIN 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 BUFFALO RIVERSIDE CABIN 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: February 5, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Davies*

**ARTICLES OF INCORPORATION  
OF  
BUFFALO RIVERSIDE CABIN OWNERS ASSOCIATION, INC.**

The undersigned, acting as incorporators, in order to form a non-profit corporation for the purposes hereinafter stated, pursuant to Chapter 3, Title 30 of the Idaho Code entitled "Idaho Non-Profit Corporation Act", do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I**

The name of the corporation shall be **BUFFALO RIVERSIDE CABIN OWNERS ASSOCIATION, INC.**

**ARTICLE II**

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

**ARTICLE III**

The corporation shall be a non-profit membership corporation.

**ARTICLE IV**

The address of the corporation's initial registered office shall be 213 E. 2nd S., Soda Springs, Idaho 83276. The name of the corporation's initial registered agent at such address is Andrew Brennan.

**ARTICLE V**

The names and addresses of the incorporators are:

Andrew Brennan  
213 E. 2nd S.  
Soda Springs, Idaho 83276

Douglas R. Nelson  
2751 Glendwood Drive  
Idaho Falls, Idaho 83404

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## ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and shall qualify are:

Andrew Brennan  
213 E. 2nd S.  
Soda Springs, Idaho 83276

Douglas R. Nelson  
2751 Glendwood Drive  
Idaho Falls, Idaho 83404

## ARTICLE VII

The nature of the business and the object and purpose of this corporation shall be as follows:

A. The transaction of any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and the Idaho Non-Profit Corporation Act.

B. To form a corporation under Title 30, Chapter 3 of the Idaho Code, for the purpose of providing an association to which all owners of lots located in Buffalo River Summer Home Area, Island Park, D-2 District, Targhee National Forest, Block H, Lots 3 through 12, and Block I, Lots 1 through 9, Fremont County, State of Idaho, shall belong for the purpose of maintaining and creating an environment that will provide maximum opportunity for the orderly use and development of Buffalo River Summer Home Area.

C. To acquire the ownership of real property and easements for the purpose of exchanging the same with the Forest Service for ownership of the lots described in paragraph B hereof, together with appropriate easements for ingress and egress and to conduct other matters of business involving the property described in paragraph B hereof in the event the same is platted and approved as a residential subdivision.

D. To form an Association in which the rights, privileges, burdens, responsibilities and interest of all members shall be based upon the ownership of lots in Buffalo River Summer Home Area in Fremont County, Idaho, as herein described. This corporation shall have all powers incidental to a corporate structure except as its powers are restricted in these Articles and the Declaration of Covenants recorded in connection with said property.

E. To receive and accept and to be obligated to receive and accept from various parties grants of right, title and interest in association property, to assume the functions and obligations imposed upon the Association property as provided for under the Declaration. All Association property, both real and personal, received and accepted by the corporation shall be held for the benefit and use of the members of the corporation.

F. The corporation shall have the power to levy regular or special assessments to fulfill the obligations and purposes set forth in these Articles of Incorporation and the Declaration of Covenants.

#### ARTICLE VIII

No dividend shall be paid and no part of the income of the corporation shall be distributed to its members, directors, or officers. The corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, and upon dissolution or final liquidation may make distributions to its members, as allowed pursuant to the terms of the Idaho Non-Profit Corporation Act.

#### ARTICLE IX

A. Each owner of a lot in Buffalo River Summer Home Area, by virtue of being such an owner and for so long as he is such an owner, shall be deemed a member of the Association. The corporation may in addition issue membership certificates to persons owning additional lots adjacent to Buffalo River Summer Home Area, provided that a majority of the existing members of the Association, at the time such additional membership is requested, consent to the issuance of said additional membership. The Association membership of each owner shall be appurtenant to a lot for which it is issued in Buffalo River Summer Home Area or appurtenant to such additional lots as may be approved by a majority of the members of the Association in the manner above provided, and such membership shall not be transferred, pledged or alienated

in any way except upon the transfer of title to said lot, and then only to transferees of title to said lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to said lot shall operate automatically to transfer said membership to the new owner thereof.

B. (1) Every member shall be entitled to one vote for each lot owned.

(2) The vote for each such lot shall, if at all, be cast as a unit, and fractional votes shall not be allowed. In the event that joint owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any owner casts a vote representing a certain lot, it will thereafter be conclusively presumed for all purposes that he or they were acting with the authority and consent of all other owners of the same lot.


(3) The right to vote may not be severed or separated from the ownership of the lot to which it is appurtenant, except that any owner may give a revocable proxy, or may assign his right to vote for the term of a Lease or Deed of Trust, and any sale, transfer or conveyance of such lot to a new owner or owners shall operate automatically to transfer the appurtenant vote to the new owner, subject to any assignment of the right to vote to a lessee or beneficiary as provided herein.

#### ARTICLE X

Each member shall be liable for payment of all regular and special assessments provided for herein and the in the Bylaws of the corporation.

DATED this 3rd day of February, 1993.

  
Andrew Brennan

  
Douglas R. Nelson

STATE OF IDAHO                    )  
  ) ss.  
County of Caribou                )

On this 3rd day of February, 1993, before me the undersigned, a Notary Public for Idaho, personally appeared ANDREW BRENNAN, 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.



Notary Public for Idaho  
Residing at: Grace, Idaho  
My Commission Expires: 02/15/97

STATE OF IDAHO                    )  
  ) ss.  
County of Bonneville            )

On this 2<sup>nd</sup> day of February, 1993, before me the undersigned, a Notary Public for Idaho, personally appeared DOUGLAS R. NELSON, 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.



Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 1-11-94

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