

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

HIGH ROAD PROPERTY OWNERS ASSOCIATION, INC.

File number C 108931

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 HIGH ROAD 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: January 6, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Mary Beames*

JAN 6 8 48 AM '95

SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
of  
HIGH ROAD PROPERTY OWNERS ASSOCIATION, INC.  
and  
BY-LAWS

I. PURPOSE

The High Road Property Owners Association is enacted as a nonprofit perpetual corporation to become effective for the following purposes:

A. To obtain from Plum Creek Timber Company, L.P., permanent easement rights for ingress, egress, and utility access over and along an existing road across the Northwest 1/4 of Section 33, Township 55 North, Range 3 West, Boise Meridian, Bonner County, Idaho, for the property owners who are now or later become members of the association.

B. To provide for the required maintenance of the easement road as necessary to maintain it in an appropriate condition for use by members of the association and Plum Creek Timber Company, L.P.

C. To obtain and maintain liability and property damage insurance as required by the terms of the easement to be obtained from Plum Creek Timber Company, L.P.

D. To establish procedures for allocating and recovering the costs involved in obtaining the easement and performing the required maintenance.

II. MEMBERSHIP IN THE ASSOCIATION:

A. Membership in this association is limited to those property owners whose primary or sole access to their property is over the easement road referenced in I-A above and whose real estate is described as follows:

1. The "C & H Investment, Inc." property described as Parcels 1,2,3, & 4 attached hereto as Exhibit "A", Order No. 11610, consisting of approximately one hundred (100) acres.

2. The "George H. Wilkerson and Laura L. Wilkerson" CORP

ARTICLES OF INCORPORATION

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property, described as,

Northwest Northeast, North 1/2 Southwest  
Northeast, in SECTION 33, TOWNSHIP 55 North,  
RANGE 2 West, Boise Meridian, Bonner County,  
Idaho, consisting of approximately sixty (60)  
acres.

B. There are no annual dues, however, continuing membership is based on a division of the required costs to acquire the easement, maintain the road, and carry the necessary liability and property damage insurance.

C. One (1) membership is allotted to the owner(s) for each TWENTY (20) acre tract of real estate.

### III. ORIGINAL COSTS

A. The original costs of obtaining the referenced easement from Plum Creek Timber Company, L.P. shall be paid two-thirds (2/3) by C & H Investments, Inc. and one-third (1/3) by Wilkerson. The costs of forming the High Road Property Owners Association, and attorney fees incurred shall be paid by C & H Investments, Inc. Until such time as said initial fees are paid to the Association, they shall constitute a lien against the properties owned separately, or jointly by these parties and shall bar the exercise of rights otherwise obtained in the easement from Plum Creek Timber Company, L.P.

### IV. ASSOCIATION PROCEDURES

A. The High Road Property Owners Association shall meet at least once a year commencing on the 1st Monday of May in 1995, for the purpose of electing a president and a secretary-treasurer and conducting such other business as is relevant to maintenance of the easement obtained from Plum Creek Timber Company, L.P. The Association shall hold membership and officers' meetings upon incorporation for organizational purposes.

B. Roberts Rules of Order shall be followed where applicable and feasible and minutes of meetings shall be maintained. A member shall be entitled to one (1) vote for each Twenty (20) acre tract in which they hold the interest required for membership. When more than one person holds such interest in any tract, only one vote per tract may be cast, as they jointly determine among themselves. A majority of members shall be sufficient to

take any action necessary except as indicated in Section V.

C. Permits to use the easement obtained from Plum Creek Timber Company, L.P. shall be granted by the Association to members who have complied with the provisions indicated herein. Each such permit shall have attached a copy of the Plum Creek Timber Company, L.P., easement. All rights of access are granted appurtenant to the properties involved and not to individuals. Such permits will be issued for one year and are renewable if the member has complied with the provisions required in these by-laws.

D. Complaints or disputes will be by a three person board of directors elected annually by the membership at commencement. The C & H property would have FIVE (5) memberships and the Wilkerson property would have THREE (3) memberships.

#### V. MEMBERSHIP REQUIREMENTS

A. In order to obtain a permit to use the easement obtained by the Association from Plum Creek Timber Company, L.P., membership in the Association is mandatory.

B. Each member shall recognize that failure to remit an assessment charged under these by-laws shall constitute a termination of the easement rights and a legal lien against their property.

C. The membership cannot vote to dissolve this Association other than by unanimous vote of all members and then only with the consent of Plum Creek Timber Company, L.P. Upon such dissolution, it is understood that the easement obtained by the Association from Plum Creek Timber Company, L.P., shall terminate in accordance with the provisions therein.

D. These by-laws cannot be modified by the membership without prior written consent of Plum Creek Timber Company, L.P.

E. Plum Creek Timber Company, L.P. shall annually be provided with a single certificate of insurance in the amounts required in the easement that covers all members of the Association.

VI. OFFICERS OF THE ASSOCIATION shall initially be:

- A. President: Thomas B. Clary  
B. Secretary-Treasurer: Connie Clary

The registered office of the Association shall be at:

613 BLACKTAIL ROAD, CAREYWOOD, IDAHO 83809

The initial registered agent at such address is:

THOMAS B. CLARY

VII. THE NAME AND ADDRESS of each incorporator is:

- A. C & H INVESTMENTS, INC., and Idaho corporation, 613 Blacktail Road, Careywood, Idaho 83809.  
B. GEORGE H. WILKERSON, 2902 Cocolalla Creek Road, Careywood, Idaho 83809.  
C. LAURA L. WILKERSON, 2902 Cocolalla Creek Road, Careywood, Idaho 83809.

VIII. DISTRIBUTION OF ASSET ON DISSOLUTION

This corporation is exclusively non-profit and is organized to obtain the Easement set forth in paragraph I, and distribution of assets on dissolution shall be consistent with Idaho law as required by Idaho Code §30-3-17(g) pursuant to Idaho Code §30-3-109, in conformity with Idaho Code §30-4-114 or §30-3-115.

IX. THE INITIAL BOARD OF DIRECTORS ARE:


1. THOMAS B. CLARY, 613 Blacktail Road, Careywood, Idaho 83809.
2. CONNIE CLARY, 613 Blacktail Road, Careywood, Idaho 83809.
3. LAURA L. WILKERSON, 2902 Cocolalla Creek Road, Careywood, Idaho 83809.

DATED this 3<sup>rd</sup> day of January 1995  
~~November, 1994.~~

INCORPORATORS:

C & H INVESTMENTS, INC.  
613 Blacktail Road,  
Careywood, Idaho, 83809

By:   
Officer 1-3-95

  
George Herman Wilkerson  
2902 Cocolalla Creek Road,  
Careywood, Idaho 83809

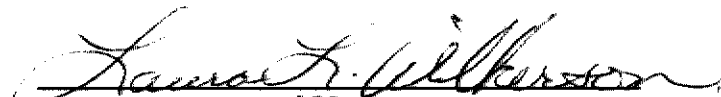
  
Laura Lynn Wilkerson  
2902 Cocolalla Creek Road,  
Careywood, Idaho 83809

EXHIBIT "A"

IN THE STATE OF IDAHO, COUNTY OF BONNER:

PARCEL 1:

The Northwest quarter of the Northwest quarter of the Southeast quarter and the Southwest quarter of the Southwest quarter of the Northeast quarter of Section 33, Township 55 North, Range 2 West, Boise Meridian, Bonner County, Idaho;

EXCEPT the West 30 feet thereof.

PARCEL 2:

The Northeast quarter of the Northwest quarter of the Southeast quarter and the Southeast quarter of the Southwest quarter of the Northeast quarter of Section 33, Township 55 North, Range 2 West, Boise Meridian, Bonner County, Idaho.

PARCEL 3:

The South half of the Northwest quarter of the Southeast quarter and Government Lot 2 in Section 33, Township 55 North, Range 2 West, Boise Meridian, Bonner County, Idaho.

PARCEL 4:

An easement for ingress, egress and utilities over and across the West 30 feet of the North half of the Northwest quarter of the Southeast quarter and the West 30 feet of the South half of the Southwest quarter of the Northeast quarter, all in Section 33, Township 55 North, Range 2 West of the Boise Meridian, Bonner County, Idaho. From the Northwest corner of the above described parcel 3 to the existing road.