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2012 DEC 20 AM 8:57
SECRETARY OF STATE
IDAHO

ARTICLES OF INCORPORATION
OF
COPPERHEAD LANE ROAD USERS ASSOCIATION, INC.
(an Idaho Nonprofit Corporation)

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

ARTICLE I

The name of the corporation (herein "association" or corporation") is COPPERHEAD LANE ROAD USERS ASSOCIATION, INC., an Idaho Non-Profit Corporation.

ARTICLE II

The corporation is a nonprofit corporation.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The address of the initial registered office is 87 Copperhead Lane Road, Santa, Idaho 83866 and the name of the initial registered agent at this address is Tammy Trayer.

ARTICLE V

This association does not contemplate the distribution of gains, profits, or dividends to its Members. The primary purposes for which it is formed is to provide for the compliance with the terms and conditions of a State of Idaho Department of Lands Easement to be recorded contemporaneously herewith, which provides for the acquisition, construction, management,

operation, administration, maintenance, repair, improvement, preservation, insurance, etc. regarding an easement benefiting certain parcels of real property located in Benewah County, Idaho, all according to that certain Road Maintenance Agreement For Members Of The Copperhead Lane Road Users Association, Inc. to and from the Tyson Creek Road (herein "Covenants") also to be recorded contemporaneously herewith in the Office of the Recorder of Benewah County, including as amended from time to time.

In furtherance of said purposes, and subject to the approval of the Members, and subject to any necessary approval of the State of Idaho by the terms of the Easement, as amended, replaced, supplemented, or revised, this Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in the Covenants;

(b) Fix, levy, collect and enforce assessments and fines as set forth in the Covenants;

(c) Pay all expenses and obligations incurred by the Association in the conduct of its operations, including, without limitation, all licenses, taxes or governmental charges levies or imposed against the Association or its property or property rights;

(d) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, exchange, transfer, dedicate for public and/or Association use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(e) Make contracts and incur liabilities, borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) Dedicate, sell, transfer, or grant easements over all or any part of the subject property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members;

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes;

(h) Annex additional property to the property managed by the Association;

(i) Add additional property and owners, benefited by the easement upon terms and conditions set by the Association;

(j) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE VI

1. Non-stock Corporation. Participation in management and ownership of the Association shall be by Membership only. The Association shall issue no stock and shall have no shareholders.

2. Membership. The total number of Memberships shall equal the total number of separately owned parcels of real property served by the State of Idaho Easement to and from the

Tyson Creek Road in Benewah County. The Owner of any such parcel shall automatically, upon becoming an Owner, be a Member of the Association, and shall remain a Member thereof until such time as his/her ownership ceases for any reason, at which time his/her Membership in the Association shall automatically cease. Membership shall be in accordance with these Articles of Incorporation, the Bylaws and the Covenants of the Association.

3. Transferred Membership. Membership in the Association shall not be transferred, pledged, or alienated in any way except upon the transfer of ownership of the parcel of real property to which it is appurtenant, and then only to the new Owner. Any attempt to make a prohibited transfer is void. In the event the Owner of any parcel of real property should fail or refuse to transfer the Membership registered in his/her name to the purchaser of his/her Lot, the Association shall have the right to record the transfer upon its books and thereupon the old, Membership outstanding in the name of the seller shall be null and void.

4. One Class of Membership: Voting Right. The Association shall have one (1) class of voting Membership, with one (1) vote being attributable to each separately owned parcel of real property on all matters submitted to the Association Membership for vote.

5. Voting Requirements. Except where otherwise expressly provided in the Covenants or these Articles of Incorporation, any action by the Association which must have the approval of the Association Membership before being undertaken, shall require the vote or written assent of the prescribed percentage of a quorum of the total voting power of the Association.

6. Limitation of Payment to Dissenting Member. Membership in the Association is appurtenant to and cannot be segregated from ownership of a parcel of real property within the

jurisdiction of the Association. Except upon dissolution of the Association, a dissenting Member shall not be entitled to any return of any contribution or other interest in the Association.

ARTICLE VII

The affairs of the corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be one Director for each parcel of real property in the Association, with one vote per parcel.

The names and street addresses of the persons constituting the initial Board of Directors are:

Glen Trayer
P.O. Box 226
87 Copperhead Lane
Santa, Idaho 83866

Tammy Trayer
P.O. Box 226
87 Copperhead Lane
Santa, Idaho 83866

Dennis Trayer
3391 Mahantongo Creek Rd.
Dalmatia, PA 17017

ARTICLE VIII

An officer or director of the Association shall not be personally liable to the Association for monetary damages arising from any conduct, except for liability arising from (i) acts or omissions involving intentional misconduct or a knowing violation of law by the officer or director; or (ii) any transaction from which the officer or director will personally receive a benefit of money, property, or services to which the officer or director is not legally entitled. The Association has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, the Association shall indemnify its officers or directors against all liability, damages, and costs or expenses (including attorney fees) arising from or in any way

connected with service for, employment by, or other affiliation with this Association to the maximum extent and under all circumstances permitted by law.

ARTICLE IX

In the event of the dissolution, liquidation, or winding up of the Association, after paying or adequately providing for the debts and obligations of the Association, the directors, officers, or person in charge of the liquidation shall divide the remaining assets among the Members in accordance with their respective rights thereto.

ARTICLE X


The name and street address of the incorporators are:

Glen Trayer
P.O. Box 226
87 Copperhead Lane
Santa, Idaho 83866

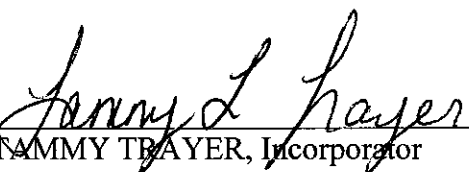
Tammy Trayer
P.O. Box 226
87 Copperhead Lane
Santa, Idaho 83866

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Covenants and By-Laws.

IN WITNESS WHEREOF, we have subscribed our names to these Articles of Incorporation this 15th day of ~~November~~ ^{December}, 2012.



GLEN TRAYER, Incorporator



TAMMY TRAYER, Incorporator