



CERTIFICATE OF INCORPORATION  
OF

*GREENBRIAR CONDOMINIUM ASSOCIATION, INC.*

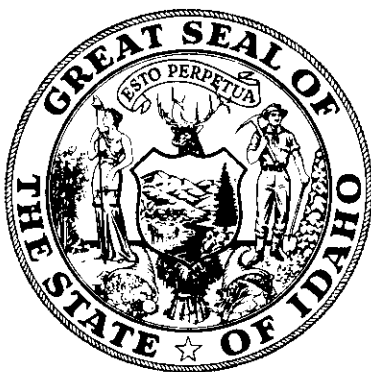
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

*GREENBRIAR CONDOMINIUM 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 \_\_\_\_\_ *June 30* \_\_\_\_\_, 19 *82* .



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
GREENBRIAR CONDOMINIUM ASSOCIATION, INC.

JUN 30 8 35 AM '82  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter Three, Non-Profit Corporations. We do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is: GREENBRIAR CONDOMINIUM ASSOCIATION, INC.

ARTICLE II

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

ARTICLE III

This Association shall be a non-profit membership corporation.

ARTICLE IV

The location and post office address of the registered office of this Association shall be the City of McCall, Valley County, Idaho 83638, P.O. Box A.O..

ARTICLE V

This Association is formed to be a Management Body as permitted by the provisions of the Idaho Condominium Property Act, Idaho Code Title 55, Chapter 15 and its powers are and shall be consistent with the provisions of such Act.

ARTICLE VI

A. The nature of the business and the object and purpose of this Association shall be as follows:

1. This Association (hereinafter referred to as the Association) shall be the "Management Body" as defined in Section 55-1503, Idaho Code, and as provided for in the terms and conditions of that certain Condominium Declaration for GREENBRIAR CONDOMINIUMS (hereinafter referred to as the "Declaration") to be executed by DUANE B. SMITH and ALBERTA M. SMITH, which delegates and authorizes this Association to exercise certain functions as the Management Body. The Declaration shall be recorded in the Office of the County Recorder of Valley County, State of Idaho, together with a certified copy of these Articles of Incorporation appended thereto. All the words and terms which are capitalized herein shall have the same meaning and definition as contained in the definition section of the Declaration, which definitions are incorporated herein by reference.

2. The Management Body shall have the power to have, exercise and enforce all rights and privileges, and to assume, incur, perform, carry out and discharge all duties, obligations and responsibilities of a Management Body as provided for in the Idaho Condominium Property Act and in the Declaration, as such Declaration is originally executed or, if amended, as amended. The Management Body shall have the power to adopt and enforce rules and regulations covering the use of any Condominium Project or any Area or Units thereof, to levy and collect the periodic annual and special assessments and charges against the Condominium and the members thereof and in general to assume and perform all the functions to be assumed and performed by the Management Body as provided for in the Declaration. It shall have the power to transfer, assign or delegate such duties, obligations or responsibilities to other persons or entities as permitted or provided for in the Idaho Condominium Property Act, the Declaration or in an agreement executed by the Association with respect thereto. The Management Body shall actively foster, promote, and advance the interest of Owners of Condominium Units within the Condominium Project.

B. In addition to the foregoing, where not inconsistent with either the Idaho Condominium Property Act (Chapter 15, Title 55, Idaho Code) or Title 30, Idaho Code, the Association shall have the following powers:

1. The authority set forth in Title 30 of the Idaho Code relating to the organization and conduct of general business corporations.

2. To buy, sell, acquire, hold or mortgage or enter into security agreements, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description.

3. To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.

4. To borrow money, to draw, make, accept, enforce, transfer and execute promissory notes, debentures and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, delivery, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation.

5. To have one or more officers to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Association, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees or otherwise, and either alone or in connection with any firm, person, association or corporation.

6. The foregoing clauses are to be construed both as objects and powers. As hereby expressly provided, an enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the corporation. The Association shall have the power to do all acts that are necessary and convenient to obtain the objects as any natural person could or might do, within the framework of the Idaho Condominium Property Act, these Articles of Incorporation and the general corporation laws of the State of Idaho.

#### ARTICLE VII

A. Each member shall be entitled to receive a certificate of membership, which certificate shall evidence his or her right to vote as a member of the Association.

B. There shall be one membership in the corporation for each Condominium in the GREENBRIAR CONDOMINIUM Project as established in the Declaration; the total number of memberships shall be not more than sixteen (16). The members of the corporation must be and remain Owners of Condominium Units within the Project set forth in the Declaration, and

the Association shall include all Owners of Condominium Units within the Project. If title to a Condominium is held by more than one person, the membership relating to that Condominium shall be shared by all such persons in the same proportionate interest and the same type of tenancy in which the title to the Condominium is held.

C. No person or entity other than an Owner may be a member of the Association. A member shall not assign or transfer his membership certificate except in connection with the transfer or sale of a Condominium Unit; provided however, the rights of membership may be conditionally assigned in conjunction with the grant of a lien or security interest, by the owner in such Unit. Every person or entity who is an Owner of any Condominium Unit included in any Condominium Project for which the Association has been or may be designated as a Management Body shall be required to be a member of the Association and remain a member so long as such person or entity shall retain the ownership of a Condominium Unit. Membership in the Association is declared to be appurtenant to the title of the Condominium Unit upon which such membership is based and automatically shall pass with the sale or transfer of the title of the Unit. Members shall not have preemptive rights to purchase other memberships in the Association or other Condominium Units in the Project.

D. Members shall be entitled to one vote for each Condominium Unit they own.

E. In any election of the members of the Board, every owner entitled to vote at such election shall have the right to cumulate his votes and give same to one candidate, or divide among any number of the candidates, a number of votes equal to the number of votes to which that Owner is entitled in voting upon other matters, multiplied by the number of directors to be elected. The candidates receiving the highest number of votes, up to the number of the Board members to be elected, shall be deemed elected. Any director may be removed from office by a vote of a majority of the members entitled to vote at an election of directors; provided, however, that unless the entire Board is removed, an individual director shall not be removed if the number of votes cast against his removal exceeds the quotient arrived at when the total number of votes cast is divided by one plus the authorized number of directors. If any or all directors are so removed, new directors may be elected at the same meeting.

F. Except as otherwise expressly stated herein, any of the rights, interests and obligations of the Association set forth herein or reserved herein may be transferred or

assigned to any other person or entity; provided, however, that no such transfer or assignment shall relieve the Association of any of the obligations set forth herein. Any such transfer or assignment shall not revoke or change any of the rights or obligations of any Owners as set forth herein.

G. The Association may suspend any Owner's voting rights in the Association during any period or periods during which such Owner fails to comply with the Articles, By-Laws, or other action adopted by the Association, or with any other obligations of such Owner under the Declaration.

H. Any sections of the Declaration dealing with specific voting requirements for special actions of the membership are incorporated herein by reference.

#### ARTICLE VIII

Each member shall be liable for the payment of assessments provided for in the Declaration and for the payment and discharge of the liabilities of the Association as provided for in the Declaration, the Idaho Condominium Property Act (Title 55, Chapter 15), and as set forth in the By-Laws.

#### ARTICLE IX

The By-Laws of this Association may be altered, amended, or new By-Laws adopted by any regular or special meeting of the corporation called for the purpose by the affirmative vote of a majority of the voting power of the Association.

#### ARTICLE X

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the corporation and the members thereof, including the liability of the members for the payment of assessments, the By-Laws incorporate by reference the provisions of the Declaration.

#### ARTICLE XI

The business and affairs of the Association shall be managed and controlled by a Board of Directors; save as expressly limited elsewhere in these Articles, or as detailed in the Corporation's By-Laws or the CONDOMINIUM DECLARATION FOR GREENBRIAR CONDOMINIUMS, the Association's Board of Directors is expressly authorized to act for the purpose of exercising the rights and powers conferred upon the Association by the aforesaid instruments and by the laws of the State of Idaho. The original Board of Directors shall

be two; however, the By-Laws of the Association may provide for an increase or decrease in this number, provided that the number of directors shall not be greater than five or less than two. The initial Board of Directors shall serve until the first annual meeting of the Board or such earlier time as a special meeting may be called for election purposes.

#### ARTICLE XII

The names and post office address of the incorporators and initial directors are:


<u>Name</u>	<u>Address</u>
Duane B. Smith	Rt. 1 Box 114D McCall, Idaho 83638
Alberta M. Smith	Rt. 1 Box 114D McCall, Idaho 83638

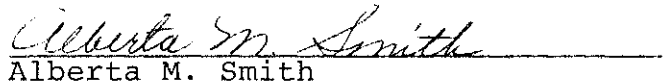
#### ARTICLE XIII

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

Duane B. Smith  
Rt. 1 Box 114D  
McCall, Idaho 83638

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 14th day of JUNE, 1982.

  
Duane B. Smith

  
Alberta M. Smith

STATE OF IDAHO           )  
                                  )ss.  
County of Valley        )

On this 14th day of JUNE, 1982, before me, a Notary Public in and for said State, personally appeared DUANE B. SMITH and ALBERTA M. SMITH, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
notary seal the day and year first written in this certificate.



Notary Public for Idaho

Residing at: McCall