

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

*MOUNTAIN SHADOWS IMPROVEMENT ASSOCIATION, INC.*

was filed in the office of the Secretary of State on the *18th* day of *August* A. D. One Thousand Nine Hundred *Seventy-seven* and *will be* is duly recorded on Film No. *microfilm* of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for *perpetual existence* from the date hereof, with its registered office in this State located at *Post Falls* in the County of *Kootenai* and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the

ARTICLES OF INCORPORATION

OF

MOUNTAIN SHADOWS IMPROVEMENT ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: that we, the undersigned of whom are natural persons of full age and at least two-thirds being citizens of the United States of America, do now, on this day of \_\_\_\_\_, 19\_\_\_\_, hereby voluntarily associate ourselves, and do hereby make and ratify the following Articles of Incorporation, and do hereby unite for the purpose of forming a corporation not for profit under and pursuant to the provisions of Title 30, Chapter 10, Idaho Code and related provisions and laws of the State of Idaho, and do hereby certify that the following follows, to-wit:

I

The name of this Corporation shall be MOUNTAIN SHADOWS IMPROVEMENT ASSOCIATION, INC.

II

That the location of the principal office and the principal business of said corporation is to be \_\_\_\_\_ where is:

County of Kootenai, State of Idaho  
Mailing address:

P.O. Box 667  
Post Falls, Idaho 83854

III

That the duration of this Corporation shall be \_\_\_\_\_ years, and it shall be voluntarily dissolved as provided by the Code of Laws of the State of Idaho.

IV

\_\_\_\_\_ purposes for which this Corporation is formed.

# State of Idaho



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I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for *perpetual existence* from the date hereof, with its registered office in this State located at *Post Falls* in the County of *Kootenai* and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the

ARTICLES OF INCORPORATION  
OF  
MOUNTAIN SHADOWS IMPROVEMENT ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: that we, the undersigned, all of whom are natural persons of full age and at least two-thirds (2/3) being citizens of the United States of America, do now, on this day, hereby voluntarily associate ourselves, and do hereby make and execute the following Articles of Incorporation, and do hereby unite for the purpose of forming a corporation not for profit under and pursuant to the provisions of Title 30, Chapter 10, Idaho Code and related provisions and laws of the State of Idaho, and do hereby certify as follows, to-wit:

I

The name of this Corporation shall be MOUNTAIN SHADOWS IMPROVEMENT ASSOCIATION, INC.

II

That the location of the principal office and the place where the principal business of said corporation is to be transacted is:

County of Kootenai, State of Idaho,  
Mailing address:

P.O. Box 667  
Post Falls, Idaho 83854

III

That the duration of this Corporation is in perpetuity unless voluntarily dissolved as provided by the Constitution, By-Laws or Laws of the State of Idaho.

IV

The purposes for which this Corporation is formed are:

To promote the construction and maintenance of roadways and easements for the right of ingress and egress to and from and for the use of the members hereof, in the enjoyment of their respective adjacent

properties, their guests, licensees and invitees;

To promote the safe and convenient use of the members' properties, lake frontages and areas of common enjoyment;

To provide for and promote the construction and maintenance of a sewer system affected by and providing for the common use by all the members hereof;

To provide for and promote the construction and maintenance of a domestic water system affected by and providing for the common use and enjoyment by the members hereof.

To promote the comfort, protection, convenience and interest and to protect the rights of the property owners as members in general;

In particular, to facilitate the cooperation of its members to their mutual advantage and protection in matters relating to the use and ownership of the members' adjoining properties;

And to purchase, lease, and improve such real estate or other property as may be necessary for such aforesaid purpose.

To carry out the purposes hereinabove set forth, this Corporation shall have and exercise all powers conferred by the State of Idaho upon like corporations, it being expressly provided that the preceding enumerations of specific powers shall not limit or restrict in any manner such general powers, all powers to be and which are consistent with and permissible to organizations exempt by law under the provisions of Section 501(c)(12) of the Internal Revenue Code and Amendments thereto.

V

That the organization is not organized for profit, but will be operated exclusively on a mutual or cooperative basis. The income, if any, generated in the operation of this organization must be used solely to cover losses and expenses, with any excess being returned to

this organization's income must be collected from the members hereof for the sole purpose of meeting losses and expenses.

This organization shall be so organized and operated that the members hereof shall have the right to choose the management, to receive services substantially at cost, to receive a return of any excess of payments over losses and expenses and to share in any assets upon dissolution.

In the event of dissolution, gains from the sale of appreciated assets must be distributed to all persons who were members during the period the assets were owned by the organization, in proportion to the amount of business done during that period. A member's rights and interests shall not be forfeited upon withdrawal or termination.

## VI

The corporation shall be nonstock and no dividends or pecuniary profits shall be declared or paid to the members thereof. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatsoever kind and nature shall be used and distributed exclusively in accordance with applicable Idaho Law and Internal Revenue Code, restrictions and requirements. The rights and interest of all members shall be equal, and no member can have or acquire a greater interest therein than any other member. The corporation shall not issue any capital stock, but shall issue membership certificates to each member thereof, which certificate cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation, except by resolution of the Board of Directors and under such regulations as the Constitution and By-Law prescribe.

## VII

That the conditions and regulation of membership and rights or

VIII

That the private property of the members of this Corporation shall not be liable for its corporate debts.

IX

That the government of this organization shall be vested in a Board of Directors and officers.

That the number of officers and directors of this corporation shall be elected in the manner prescribed by the Constitution and by-laws and shall hold office for a period of one (1) year or until their successors are duly elected and changed.

That the duties of the Directors and officers shall be determined and fixed by the constitution.

X

That the Board of Directors shall have the management of the real estate of this corporation and such other management and control as may be prescribed by the Constitution and By-Laws.

XI

These Articles may be amended, but only in a manner pursuant to and in accordance with Idaho Law applicable at the time of the amendment.

XII

That the names and addresses of the persons forming this Corporation are:

NAME:

ADDRESS:

JACK M. DEVER

1224 W. Riverside #803, Spokane Wash. 99201

MICHAEL W. HANSCH

N. 14417 Nevada, Spokane, Wash. 99208

GORDON W. ROWAND

E. 2011 35th, Spokane, Wash. 99203

DELBERT E. OTTINGER

P.O. Box 667, Post Falls, Idaho 83854

DIANE R. SUSEDIK

815 N. 7th, Coeur d'Alene, Idaho 83814

XIII

Anyone is eligible to become an active member of this organization,

with full voting and other privileges, provided he is qualified under such rules as the membership committee may provide.

Anyone interested in the activities of the association may be awarded an associate membership under such terms and with such privileges as the membership committee may determine.

Each active member shall be entitled to one vote in the affairs of the organization and each active member shall be entitled to one membership certificate. The number of membership certificates issued and outstanding shall be determined by the membership committee from time to time, the basis of which shall be solely dependent upon each member's pro-rata share of the costs, losses and expenses of the organization.

DATED this 21 day of July, 1977.

Jack M. Dever  
JACK M. DEVER

Delbert E. Ottinger  
DELBERT E. OTTINGER

Gordon W. Rowand  
GORDON W. ROWAND

Michael W. Hansch  
MICHAEL W. HANSCH

Diane R. Susedik  
DIANE R. SUSEDIK

STATE OF WASHINGTON }  
County of Spokane } ss.

On this 21 day of July, 1977, before me, the undersigned Notary Public in and for said State, personally appeared JACK M. DEVER, known to me to be the person whose name is subscribed to the within instrument as an incorporator and acknowledged to me that he executed the same as such incorporator.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Delbert E. Ottinger  
Notary Public in and for the State of Washington

STATE OF WASHINGTON )  
County of Spokane ) ss.

On this 18 day of July, 1977, before me, the undersigned Notary Public in and for said State, personally appeared MICHAEL W. HANSCH, known to me to be the person whose name is subscribed to the within instrument as an incorporator and acknowledged to me that he executed the same as such incorporator.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Carl Reinertson  
Notary Public in and for the  
State of Washington  
Residing at: ROCKFORD  
Comm. Exp.: 5-20-80

STATE OF WASHINGTON )  
County of Spokane ) ss.

On this 18<sup>th</sup> day of July, 1977, before me, the undersigned Notary Public in and for said State, personally appeared GORDON W. ROWAND, know to me to be the person whose name is subscribed to the within instrument as an incorporator and acknowledged to me that he executed the same as such incorporator.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

[Signature]  
Notary Public in and for the  
State of Washington  
Residing at: FOOT FALLS  
Comm. Exp.: LIFETIME

STATE OF IDAHO }  
County of Kootenai } ss.

On this 15<sup>th</sup> day of July, 1977, before me, the undersigned Notary Public in and for said State, personally appeared DELBERT E. OTTINGER, known to me to be the person whose name is subscribed to the within instrument as an incorporator and acknowledged to me that he executed the same as such incorporator.

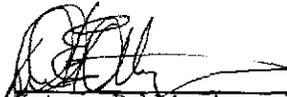
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

  
Notary Public in and for the  
State of Idaho  
Residing at: Coeur d'Alene  
Comm. Exp.: 7-16-81

STATE OF IDAHO }  
County of Kootenai } ss.

On this 18<sup>th</sup> day of July, 1977, before me, the undersigned Notary Public in and for said State, personally appeared DIANE R. SUSEDIK, known to me to be the person whose name is subscribed to the within instrument as an incorporator and acknowledged to me that she executed the same as such incorporator.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

  
Notary Public in and for the  
State of Idaho  
Residing at: Post Falls  
Comm. Exp.: LIFETIME