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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
FOR
MOOSE CREEK ESTATES
HOMEOWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Title 30, Chapter 3, Idaho Code, the undersigned, who is a resident of Idaho and is of full age, has this day formed a corporation not for profit and does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is Moose Creek Estates Homeowners' Association, Inc., hereafter called the "Association."

**ARTICLE II
REGISTERED OFFICE**

The initial registered office of the Association is located at 1115 Bean Lane, Salmon, Idaho, 83467.

**ARTICLE III
REGISTERED AGENT**

John E. Goodman, whose address is 1115 Bean Lane, Salmon, Idaho, 83467, hereby appointed the initial registered agent of this Association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association is a nonprofit corporation. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and common area, if any, within that certain tract of property described as: T27 N., R21 E., B.M., sections 22, 27, 34 and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this association and for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Deed of Restrictions For Moose Creek Estates, hereinafter called the "Deed," applicable to the property described herein and recorded in the County of Lemhi, Idaho, on the 2nd day of December, 2002, as instrument number 252637, and amended on the 16th day of January, 2003, as instrument number 253171, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

IDAHO SECRETARY OF STATE
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Page 1.

**ARTICLES OF INCORPORATION
MOOSE CREEK ESTATES**

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- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) dedicate, sell or transfer all or any part of the common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (e) participate in mergers and conditions with other nonprofit corporations organized for the same purposes or annex additional residential property and common area;
- (f) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE V **MEMBERSHIP**

Every person or entity who is a recorded owner of a fee or undivided fee interest in any lot which is subject to assessment be the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VI **VOTING RIGHTS**

The association shall have two (2) classes of voting membership.

Class A: Class A members shall be all owners of lots within the property described herein, with the exception of Declarant, as that term is defined in the Declaration, and shall be entitled to one vote for each lot owned.

Class B: Class B members shall be the Declarant, as that term is defined in the Declaration, and shall be entitled to five (5) votes for each lot owned within the property described

herein. Class B membership shall cease when the entire property described herein is sold to third parties, and Declarant no longer retains fee title to any Lot.

Cumulative voting is not permitted.

ARTICLE VII **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a board of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the Association's bylaws. The names and addresses of the persons who are to act in the capacity of the directors until their selection are:

NAME:

Bob Wilson

John Valente

Dave Wagner

ADDRESS:

P.O. Box 37
North Fork, ID 83466

6350 Oxbow Bend
Chanhassen, MN 55317

10401 Peonia Court
Austin, TX 78733

At the first annual meeting, and at each annual meeting thereafter, the members shall elect a new board of directors. Nothing contained herein shall preclude a board member from serving successive terms, or shall limit the number of terms a board member may serve.

ARTICLE VIII **DISSOLUTION**

The Association may be dissolved, either by unanimous written consent of all members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted exclusively to such similar purposes. No part of the monies, properties or assets of the Association, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or member of the Association. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted by any organization exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

ARTICLE IX
DURATION

The corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the state of Idaho, I, the undersigned, the incorporator of this Association, have executed these Articles of Incorporation this _____ day of January, 2003.



ROBERT J. WILSON, Kokopelli Endeavors