

**FILED/EFFECTIVE**  
03/09/00 11:30:09  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
KILDARE HEIGHTS 1ST ADDITION  
HOMEOWNER'S ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS that Ronald P. Ringel, being over the age of eighteen years, and for the purposes of forming a corporation under the Idaho Nonprofit Corporation Act, hereby certify and adopt, in duplicate, the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation (hereinafter called "the Corporation") is KILDARE HEIGHTS 1ST ADDITION HOMEOWNER'S ASSOCIATION, INC.

**ARTICLE II  
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III  
PURPOSES AND POWERS**

The Corporation is not organized for profit and no part of gains or earnings shall inure to its members. The specific primary purposes for which it is formed are to provide for the acquisition, construction, management, operations, administration, maintenance, repair, improvement, preservation, and architectural control of the Kildare Heights 1st Addition Subdivision situated in Kootenai County, Idaho, and to promote the health, safety and welfare of all property owners within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of the Corporation for such purposes, according to that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration") recorded or to be recorded with respect to said property in the office of the County Recorder of Kootenai County, Idaho. All definitions contained in the Declaration shall be applicable to these Articles and the Bylaws of this Corporation.

In furtherance of said purposes, and subject to the approval of members as may be required by law, the Declaration, or the By-Laws, the Corporation shall have power to:

IDAHO SECRETARY OF STATE

03/10/2000 09:00

CK: none CT: 3934 BH: 297800

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1 - ARTICLES OF INCORPORATION OF  
KILDARE HEIGHTS 1<sup>ST</sup> ADDITION HOMEOWNER'S ASSOCIATION, INC.

(a) Perform all of the duties and obligations of the corporation as set forth in the Declaration;

(b) Fix, levy, collect, and enforce assessments and fines as set forth in the Declaration or By-Laws, in a fair and equitable fashion and secure the payment of assessments through liens upon real property as allowed under Idaho law;

(c) Pay all expenses and obligations incurred by the corporation in the conduct of its business, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the corporation's property;

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

(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 part of any of the corporation's 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, or annex additional property to the Property managed by the corporation;

(h) Litigate, mediate, arbitrate any and/or all corporate rights and obligations specified in law and/or by the Articles and By-Laws of the corporation and/or Declaration of Kildare Heights 1st Addition. This corporation in addition to other provisions, may provide for the qualification of members, the terms and conditions of admission, the time, mode, conditions and effect of expulsion or withdraw from the restoration of membership, admission fees, charges and assessments; and for reimbursement for services rendered to and expenses incurred on behalf of the corporation by any member or officer of the corporation, and such other rules and regulations as are not repugnant to the laws of the State of Idaho; and

(i) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Idaho Nonprofit Corporation Act law, which exists now or hereafter.

**ARTICLE IV**  
**MEMBERS AND MEMBERSHIP**

1. **Non-Stock Corporation.** Participation in management and ownership of the corporation shall be by membership only. The corporation shall issue no stock and shall have no shareholders.

2. **Membership.** The Owner of a Lot in Kildare Heights 1st Addition shall automatically, upon becoming an Owner of any portion of the Property located in the KILDARE HEIGHTS 1ST ADDITION of Kootenai County, Idaho and others who choose to join and who's membership is approved may be a member of the corporation. A member shall remain a member thereof until such time as his/her ownership ceases for any reason, at which time his/her membership in the corporation shall automatically cease or in the event his/her membership is suspended or terminated as provided in the By-Laws and Declaration. Membership shall be in accordance with these Articles of Incorporation and the By-Laws of the corporation.

3. **Transferred Membership.** Membership in the corporation shall not be transferred, pledged, or alienated in any way, except upon the transfer of ownership of the Lot to which it is appurtenant in KILDARE HEIGHTS 1ST ADDITION or its additions, and then only to the new owner. Any attempt to make a prohibited transfer is void. In the event the owner of any lot should fail or refuse to transfer the membership registered in his/her name to the purchaser of his/her lot, the corporation shall have the right and authority to transfer to purchaser and to record the transfer upon the books; thereupon the old membership outstanding in the name of the seller shall be null and void.

4. **Classes of Membership.** The corporation shall have initially one class of voting membership established according to the following provisions:

(a) **Additional Classes of Membership.** If the Corporation desires to add additional classes of membership, it may do so through the corporate By-Laws. Nothing in these Articles shall prohibit the institution of additional classes.

5. **Voting Requirements.** Except where otherwise expressly provided in the Declaration, these Articles of Incorporation or the By-Laws, any action by the corporation which must have the approval of the corporation membership before being undertaken, shall require the vote or written assent of the prescribed percentage of the total voting power (all classes combined) of the corporation.

6. **Limitation of Payment to Dissenting Member.** Membership in the corporation is appurtenant to and cannot be segregated from ownership of a lot within the jurisdiction of the corporation. Except upon dissolution of the corporation and only

consistent with Bylaws and Articles of the Corporation, a dissenting member shall not be entitled to any return of any contribution or other interest in the Corporation.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation shall be 1322 W. Kathleen Avenue, Suite 2, Coeur d'Alene, Idaho, 83815, and the name of its initial registered agent is: Steven C. Wetzel.

**ARTICLE VI**  
**BOARD OF DIRECTORS: INCORPORATORS**

The affairs of the Corporation shall initially be managed by a Board of three (3) Directors.

The names and addressed of the Board of Directors are:

|    | <b><u>NAME</u></b> | <b><u>ADDRESS</u></b>                                |
|----|--------------------|--|
| 1. | Katie Marcus       | 5375 E. Lochurst Lane<br>Coeur d'Alene, Idaho 83814  |
| 2. | Rick Marcus        | 5375 E. Lochurst Lane<br>Coeur d'Alene, Idaho 83814  |
| 3. | Arnold Cooley      | 5245 E. Lochurst Drive<br>Coeur d'Alene, Idaho 83814 |

**ARTICLE VII**  
**INCORPORATORS**

The names and addresses of the incorporator of the corporation is:

|    | <b><u>NAME</u></b> | <b><u>ADDRESSES</u></b>  |
|----|--------------------|--|
| 1. | RONALD P. RINGEL   | 1322 W. Kathleen Avenue<br>Suite 2<br>Coeur d'Alene, Idaho 83815 |

**ARTICLE VIII**  
**DISSOLUTION**

In the event of dissolution, liquidation, or winding up of the corporation, none of the property nor any proceeds of the corporation shall be distributed to or divided among any of the directors of the corporation or inure to the benefit of any individual. After all liabilities and obligations of the corporation have been paid and discharged, all remaining property and assets of the corporation shall be distributed to one or more organizations designated as follows:

1. pursuant to a plan of distribution adopted as provided for under the Idaho Non-profit Corporation Act as it now exists or as amended in the future; or

2. If there is no appropriate plan of distribution, as a court of competent jurisdiction may direct;

provided however, that such property shall be distributed only to organizations which shall comply with all of the following conditions:

(a) each organization shall be organized under written articles of organization which comply with the requirements of the Internal Revenue Code necessary to qualify the organization as an exempt organization;

(b) each organization shall be exempt from federal taxes by reason of Section 501, or other applicable sections of the Internal Revenue Code as it now exists or is amended in the future.

(c) contributions to each such organizations shall be deductible by reason of Section 170 of the Internal Revenue Code as it now exists or as amended in the future;

(d) each organization shall be operated exclusively for a recognized exempt purpose, and the manner of operation of each organization shall in compliance with the requirements to qualify the organization as an exempt organization.

For the purposes of forming the Corporation, I, the undersigned, constituting the incorporator of the Corporation, have executed these Articles of Incorporation on the 9th day of March, 2000.


  
RONALD P. RINGEL

STATE OF IDAHO           )  
                                  )ss.  
County of Kootenai       )

On this 9<sup>th</sup> day of March 9, 2000, before me, the undersigned, a Notary in and for the State of Idaho, personally appeared RONALD P. RINGEL, known or identified to me to be the incorporator of the company that executed the instrument or the persons who executed the instrument on behalf of said company, and acknowledged to me that such company executed the same.

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



  
Notary Public in and for the State of Idaho  
Residing at 2000 S. 10th St. ID  
Commission Expires: 10.31.2003