



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

WOOD RIVER COMMUNITY ASSOCIATION, INC.

was filed in the office of the Secretary of State on **June 28**, 19 **79**
and that the said articles contain the statement of facts required by Section 30-103, 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 **Sun Valley, Idaho** in the county of **Blaine**.

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

Done at Boise City, The Capital of Idaho, this **28th** day of **June**, A.D., 19**79**

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION
OF THE JUN 28 PM 4 28
WOOD RIVER COMMUNITY ASSOCIATION, INC.

SECRETARY OF

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 10. We do hereby certify, declare and adopt the following Articles of Incorporation.

Article I.

The name of the corporation is: Wood River Community Association, Inc.

Article II.

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

Article III.

This corporation shall be a non-profit, membership corporation.

Article IV.

The location and P. O. address of the registered office and the name of the registered agent of this corporation shall be Walter Wright, P. O. Box 485, Sun Valley, Idaho, 83353.

Article V.

1. The nature of the business and the object and purpose of this corporation shall be as follows:

a. To form a corporation under Title 30, Chapter 10 of the Idaho Code, for the purpose of providing an Association to which all owners of Lots located in Gimlet Subdivision No. 11, Blaine County, Idaho, shall belong for the purpose of maintaining and creating an environment that will provide maximum opportunity for the orderly development of Gimlet Subdivision No. 11. This corporation shall be the Association defined in the Declaration of Covenants, Conditions and Restrictions for Gimlet Subdivision No. 11 (hereinafter referred to as the "Declaration") which Declaration is filed

of record as Instrument No. _____, Records of Blaine County, State of Idaho. All of the words or terms which are capitalized herein shall have the same meaning and definition as contained in the definitions section of the Declaration, which definitions are incorporated herein by reference.

b. To form an association in which the rights, privileges, burdens, responsibilities and interests of all Owners shall be based upon the ownership of each Lot in Gimlet Subdivision No. 11. This corporation shall have all powers incidental to a corporate structure except as its powers are restricted in the Declaration.

c. To receive and accept and to be obligated to receive and accept from Grantor, grants of right, title and interest in Association Property, to assume the functions and obligations imposed upon the Association Property as provided for under the Declaration. All Association Property, both real and personal, received and accepted by the corporation shall be held for the benefit and use of the members of the corporation.

d. To prosecute any violation in law or equity against any person or persons who violate or attempt to violate any provisions of the Restrictions as set forth in the Declaration and to do all acts reasonably necessary or convenient to carry out all of the provisions of the Restrictions.

e. To receive and accept, to take and to hold, directly or indirectly, by bequest, devise, gift, purchase or lease either absolutely or in trust any real or personal property without limitation as to amount or value for any of the purposes and objectives set forth in these Articles of Incorporation.

f. The corporation shall actively foster, promote and advance the interests of its members. It shall have the power to transfer or assign such duties, obligations or responsibilities to other persons or entities as may be permitted by the Idaho Corporation Law.

g. The corporation shall have the power to levy regular or special assessments to fulfill the obligations and purposes set forth in these Articles of Incorporation and in the Declaration.

2. In addition to the foregoing, where not inconsistent with the laws of the State of Idaho and in particular Title 30, Chapter 10, or the Declaration, the corporation shall have the following powers:

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

b. 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.

c. To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings, and real property, hereditaments and appurtenances of all kinds 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.

d. 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, deliver, 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.

e. To have one or more offices 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 accomplishment of any of the purposes, or the attainment of any 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.

f. 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 corporation shall have the power to do all acts that are necessary and convenient to obtain the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do, within the framework of these Articles of Incorporation, the Declaration and the general corporation laws of the State of Idaho.

Article VI.

In no event shall any income or assets of the corporation be distributed to or inure to the benefit of any member, director or officer hereof, either directly or indirectly, other than bona fide expenses in carrying out the instructions and directions of the Board of Directors and the officers in order to accomplish and achieve the purposes and objectives of the corporation.

Article VII.

1. The corporation shall not issue any capital stock, but shall issue membership certificates to each member hereof, including Grantor, under the terms and conditions hereinafter set forth. Each Owner (including Grantor) of a Lot by virtue of being such an Owner and for so long as he is such an Owner, shall be deemed a member of the Association. The Association membership of each Owner (including Grantor) shall be appurtenant to said Lot and shall not be transferred, pledged or alienated in any way except upon the Transfer of title to said Lot, and then only to the transferee of title to said Lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to said Lot shall operate automatically to transfer said membership to the new Owner thereof.

2. There shall be two classes of membership designated as Class A and Class B membership. Class A members shall originally be all Owners with the exception of Grantor, and shall be entitled to one vote for each Lot owned. Grantor shall be a Class A member with regard to Lots owned by Grantor upon the conversion of Grantor's Class B membership to Class A membership as provided hereinbelow. The Owner of each Lot may, by notice to the Association, designate a person (who need not be an Owner) to exercise the vote for such Lot. Said designation shall be revocable at any time by notice to the Association by the Owner. Such powers of designation and revocation may be exercised by the guardian of an Owner's estate or by his conservator, or in the case of a minor having no guardian, by the parent entitled to his custody, or during the administration of an Owner's estate, by his executor or administrator where the latter's interest in said property is subject to administration in his estate. The Class B member shall be Grantor. Upon the first sale of a Lot to an Owner, Grantor shall thereupon be entitled to three (3) votes for each Lot owned by Grantor. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

a. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

b. Ten (10) years from the first sale to an Owner of a Lot.

3. In any election of the members of the Board, every Owner (including Grantor) entitled to vote at such an election shall have the right to cumulate his votes and give 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.

4. Suspension of Voting Rights. There shall be no violation of the Rules once adopted by the Board after Notice and Hearing. If any Owner, his family, or any licensee, lessee or invitee violates the Rules, the Board may impose a special assessment upon such person of not more than Five Hundred Dollars (\$500.00) for each violation and/or may suspend the right of such person to use the Association Properties, under such conditions as the Board may specify, for a period not to exceed ninety (90) days for each violation. Before invoking any such assessment or suspension, the Board shall give such person Notice and Hearing. Any assessment imposed hereunder which remains unpaid for a period of ten (10) days or more, shall become a lien upon the Owner's Lot upon its inclusion in a notice of assessment recorded pursuant to Article VI, Section 6.06 of the Declaration.

5. This Article (Article VII) shall not be amended without the vote or written consent of the Owners of not less than eighty-five percent (85%) of the combined number of Lots then within Gimlet Subdivision No. 11.

Article VIII.

Each member shall be liable for payment of all regular and special assessments provided for in the Declaration and for payment and discharge of the liabilities of the corporation as provided for in the Declaration and as set forth in the By-Laws of the corporation.

Article IX.

Except as provided in Article VII of the By-Laws, the By-Laws of this corporation may be altered, amended or new By-Laws adopted at any regular or any special meeting of the corporation called for that purpose by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast by the members present at such meeting.

Article X.

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, or other employees and agents of the Association and the members thereof, including the obligation of the members to accept Association Property and the liability of the members for the payment of assessments, the By-Laws may incorporate by reference the provisions of the Declaration recorded in Blaine County, State of Idaho.

Article XI.

The business and affairs of the Association shall be managed and controlled by a Board of Directors. The original Board of Directors shall be three (3); however, the By-Laws of the Association may provide for an increase or decrease in their number, provided that the number of directors shall not be greater than nine (9) nor less than three (3).

Article XII.

The names and post office addresses of the incorporators and the initial Directors named by the incorporators to serve until the first election of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>HARRY S. RINKER</u>	<u>P.O. BOX 7250, NEWPORT BEACH, CA. 92663</u>
<u>DIANE J. RINKER</u>	<u>P.O. BOX 7250, NEWPORT BEACH, CA. 92663</u>
<u>AUGUST H. REITER III</u>	<u>P.O. BOX 7250, NEWPORT BEACH, CA. 92663</u>

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13th day of June, 1979.

Harry S. Rinker
HARRY S. RINKER

Diane J. Rinker
DIANE J. RINKER

August H. Reiter III
AUGUST H. REITER III

STATE OF Calif)
County of Orange) ss.

On this 13th day of June, 1979, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Harry S. Rinker, Diane J. Rinker and August H. Reiter III, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they 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.

Ruth S. Williams
Notary Public for: County of Orange
Residing at: Santa Ana, Calif.

