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2007 JAN 17 AM 11:52

SECRETARY OF STATE
 STATE OF IDAHO

**ARTICLES OF INCORPORATION
 FOR
 TUPELO RIDGE ESTATES OWNER'S ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS that the undersigned, citizens of the United States of America, of full legal age, do this day proceed for the purpose of forming a corporation under the Idaho Nonprofit Corporation Act, and to that end, hereby make these Articles of Incorporation, as follows:

**ARTICLE 1.
 Name of Corporation**

1.1 The name of the corporation shall be Tupelo Ridge Estates Owner's Association, Inc. (hereinafter referred to as the "Corporation"). The Project consisting of nine (9) residential Lots located in Bonner County, Idaho, and known as "TUPELO RIDGE ESTATES." The Project is legally described as follows:

All the real property contained in Tupelo Ridge Estates, located in Section 29, Township 57 North, Range 2 West, Boise Meridian, Bonner County, Idaho, according to the Plat thereof recorded on _____, 2006 as Instrument No. _____, in Book ___, Page ___ of Plats, records of Bonner County, Idaho.

Tupelo Ridge Estates is a plat in Section 29, Township 57 North, Range 2 West, Boise Meridian, Bonner County, Idaho.

ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE
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ARTICLE 2.
Duration

2.1 The duration of the corporation shall be perpetual.

ARTICLE 3.
Purposes and Powers

3.1 This corporation shall be organized for non-profit purposes of providing acquisition, construction, management, operations, administration, maintenance, repair, improvement, preservation, and architectural control of the Tupelo Ridge Estates development situated in Bonner County, Idaho, and to promote the health, safety and welfare of all property owners within said subdivision and/or any additions thereto as may hereinafter be brought within the jurisdiction of this corporation for such purposes, according to the Plat of Tupelo Ridge Estates and the Declaration of Covenants, Conditions, Restrictions, and Reservations for Tupelo Ridge Estates, recorded or to be recorded in the records of Bonner County, Idaho, as amended from time to time.

In furtherance of said purposes, and subject to the approval of members as required by law, the Declaration, or the Bylaws of this corporation, this corporation shall have the power to:

- a. Perform all duties and obligations of the corporation;
- b. Fix, levy, collect, and enforce assessments and fines in a fair and equitable fashion, and acquire the payment of assessments through liens upon real property;
- c. Pay all expenses and obligations incurred by the corporation in the conduct of its business, including without limitation, all licenses, fees 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, 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, and/or 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 TUPELO RIDGE ESTATES. 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 or 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;
- 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 4. Members and Membership

4.1 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.

4.2 Membership. The Owner of a Lot in TUPELO RIDGE ESTATES shall automatically, upon becoming an owner, be a member of the corporation, and shall remain a member thereof until such time as his/her ownership ceases. Membership shall be in accordance with these Articles of Incorporation and the By-Laws of the corporation.

4.3 Transferred Membership. Membership in the corporation shall not be transferred, pledged, or alienated in any way, except with the transfer of ownership of a Lot in TUPELO RIDGE ESTATES or its additions in which it is appurtenant, 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.

4.4 Classes of Membership. The corporation shall have one (1) class of voting membership established according to the following provisions:

(a) Class "A" Membership. Class "A" membership shall be that held by each owner of a Lot in TUPELO RIDGE ESTATES. Each class "A" membership shall be entitled to one (1) vote for each Lot owned. If a Lot is owned by more than one person, each of such persons shall be co-owner of the membership of the corporation, but there shall be no more than one (1) vote for each Lot.

(b) Additional Classes of Membership. If this 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.

4.5 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 power (all classes combined) of the corporation.

4.6 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, a dissenting member shall not be entitled to any return of any contribution or other interest in the corporation.

ARTICLE 5. Initial Registered Office and Agent

5.1 The initial registered office of the corporation shall be 120 E. Lake St, Ste 309, Sandpoint, Idaho 83864; and the name of its initial registered agent is ROBERT MYERS.

ARTICLE 6. Incorporator and Initial Managers

6.1 Incorporator. The name and address of the incorporator of this corporation is ROBERT MYERS, 120 E. Lake St, Ste 309, Sandpoint, Idaho 83864.

6.2 Board of Managers. The affairs of this corporation shall initially be managed by a Board of three (3) Managers, but may be converted to a larger number in accordance with the By-Laws. All Managers must be individuals and members of the corporation.

6.3 Election, Designation and Appointment of Manager. All of the Managers, except the initial Managers, shall be elected at the annual meeting of the members, and at each annual meeting thereafter.

6.4 Initial Managers. The names and addresses of the initial board of Managers of the corporation are:

Robert Myers
120 E. Lake St, Ste 309
Sandpoint, ID 83864

Lynn Roberts
120 E. Lake St, Ste 309
Sandpoint, ID 83864

Kevin Monahan
120 E. Lake St, Ste 309
Sandpoint, ID 83864

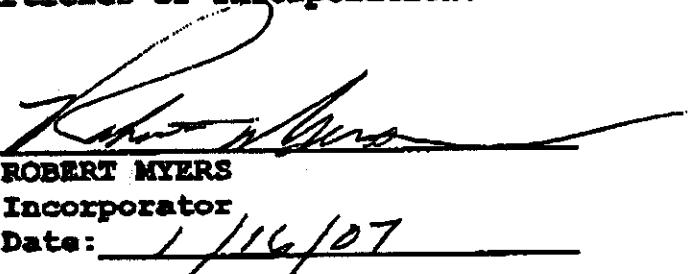
ARTICLE 7.
Dissolution

7.1 Dissolution. In the event of dissolution, liquidation, or winding up of the corporation, after paying off or adequately providing for the debts and obligations of the corporation, the Managers or persons in charge of the liquidation shall distribute any remaining assets, properties, and/or monies to such charity or charities as may be recognized under Section 170 of the United States Internal Revenue Code, the particular charity or charities to be determined by a majority vote of the members of the corporation at a meeting called for that purpose.

ARTICLE 8.
Amendment of Articles

8.1 Amendment. These Articles shall be amended only by the vote or written assent of memberships representing at least two-thirds of the total voting power of the corporation.

For the purposes of forming this corporation under the laws of the State of Idaho, I, the undersigned incorporator of this corporation, hereby execute these Articles of Incorporation.



ROBERT MYERS
Incorporator
Date: 1/16/07

STATE OF IDAHO)
 :
County of Bonner)
 :
 ss.

On this 16th day of January, 2006, before me, the undersigned Notary Public, personally appeared, ROBERT MYERS, known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

Sheila Stierle
Notary Public-State of Idaho
Residing at: Newport, IDA
My Commission Expires: 11/01/10

