

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PROFESSIONAL PLAZA CONDOMINIUM ASSOCIATION, INC.
File number C 118083

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of PROFESSIONAL PLAZA CONDOMINIUM ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 31, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shay/Reid*

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
STATE OF IDAHO

PROFESSIONAL PLAZA CONDOMINIUM ASSOCIATION, INC.

The undersigned, each being a natural person of full age and a citizen of the United States of America, do hereby associate ourselves together for the purpose of forming a nonprofit corporation, pursuant to the applicable laws of the State of Idaho relating to such corporations, and do hereby certify, declare and adopt the following articles of incorporation:

1. The name of the corporation is and shall be Professional Plaza Condominium Association, Inc., ("the association"). The principal place of business of the association shall be Lemhi County, Idaho, and the association's address shall be 706 Willow Avenue, Salmon, Idaho 83467. The registered agent of the association at said address, shall be Gary Goodman.

2. The association is and shall be a nonprofit corporation, and is formed pursuant to, and in accordance with, Idaho Code Sections 30-301 through 30-332, inclusive. The association does not contemplate pecuniary gain or profit to the members thereof. The association is formed to be a management body, as permitted by the provisions of the Idaho Condominium Property Act, Idaho Code Section 55-1501, et seq., and the powers and functions of the association shall be consistent with the provisions of said act.

3. Subject to dissolution in the manner provided by Idaho law, and in the absence of any other provision, the life of the association shall be perpetual.

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4. The nature of the business, and the objects and purposes, of the association shall be as follows:

(a) The association shall be the "Management Body", as defined in Idaho Code Section 55-1503, and is provided for in the terms and conditions of the Condominium Declaration for Professional Plaza ("the declaration"), which declaration delegates and authorizes this association to exercise certain functions as the management body. The declaration is to be recorded in the office of the County Recorder of Lemhi County, Idaho, together with a copy of these Articles of Incorporation.

(b) The association shall have the power to exercise and enforce all rights and privileges, and to assume, incur, perform, carry out and discharge all duties, obligation and responsibilities, of a management body, as provided for in the Idaho Condominium Property Act and in the declaration, as such declaration is originally executed, or if amended, as amended. The association shall have the power to adopt and enforce rules and regulations covering the use and functioning of Professional Plaza, or any area or units thereof, and, in general, to assume and perform all of the functions to be assumed and performed by the management body, as provided for in the declaration. The association shall have the power to transfer, assign or delegate any or all of such duties, obligations or responsibilities to other persons or entities, as permitted or provided for in the Idaho Condominium Property Act, the declaration, or in an agreement executed by the association with respect to such assignment or delegation. The association shall actively foster, promote, and advance the interests of all owners of condominium units in Professional Plaza.

(c) The association shall fix, levy, collect, and enforce payment by any lawful means, of all charges or assessments, including annual and special assessments, which may be deemed necessary to properly manage and maintain the association and Professional Plaza, and 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 or the association.

(d) In general, to carry on any other business in connection with the foregoing, and to have and exercise all of the powers conferred by the laws of Idaho upon corporations, as qualified and limited by Idaho Code Sections 30-301 through 30-332, inclusive.

5. Every person or entity who is a record owner of a condominium unit in Professional Plaza Condominium Association shall be a member of the association, and shall be entitled to receive a certificate of membership. There shall be one membership in the association for each condominium unit as established in the declaration. The members of the association must be and remain owners of condominium units within the project, and the association shall include all owners of condominium units within said project. If title to a condominium unit is held by more than one person or entity, the membership relating to that condominium shall be shared by all such persons or entities in the same proportionate interest and the same type of tenancy in which the title to said condominium is held.

No person or entity other than an owner may be a member of the association. A member shall not assign or transfer his membership certificate, except in connection with the transfer or sale of a condominium unit. Every person or entity who is an owner of any condominium unit in Professional Plaza shall be required to be a member of the association and

retain a membership as long as such person or entity shall retain the ownership of such a condominium unit. Membership in the association is declared to be appurtenant to the title of the condominium unit upon which such membership is based, and said membership automatically shall pass with the sale or transfer of the title of said condominium unit.

The voting rights of a member of the association shall be determined by the owner member's percentage interest in the common area of the condominium project, as described in the declaration. Therefore, the voting rights of each member owner may not in all cases be equal. The declaration, or an exhibit attached thereto, shall set forth the percentage interest of each owner member in the common area, which interest shall depend upon the number and type of condominium units owned. Each member shall be entitled to vote each membership owned according to the percentage that the unit represented by any such membership has in the common area. The voting rights and interests of new members shall be determined in the same manner as such percentage interest; and rights were determined for old members.

6. Each member shall be liable for the payment of assessments provided for in the declaration, and for the payment and discharge of the liabilities of the association, as provided for in the declaration, the Idaho Condominium Property Act, and as set forth in the By-Laws of the association.

7. The affairs of the association shall be managed by a board of directors, each member of which shall be a member of the association. The number of directors of the association shall be three. The number of directors may be changed by amendment of the By-Laws of the association. Said directors shall serve for a term of one year and until their respective successors are elected, or until resignation or removal provided, that if any director

ceases to be an owner of a condominium unit, his membership and tenure as a director shall thereupon terminate. The following persons are appointed to act as initial directors until the first election of directors:.

1. **Charles A. Goodman**, Rt 1, Box 86, Salmon, ID 83467
2. **Roberta I. Goodman**, Rt 1, Box 86, Salmon, ID 83467
3. **Gary Goodman**, 706 Willow, Salmon, Idaho 83467

8. These Articles of Incorporation may be amended by the membership of the association, but such amendment shall require the affirmative vote of three-quarters of the entire membership.

9. The names and post office addresses of the incorporators of the Association are as follows:

Charles A. Goodman
Roberta I. Goodman
Route 1, Box 86
Salmon, Idaho 83467

10. Upon dissolution the assets will be distributed to the owners.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands this 15th day of January, 1997

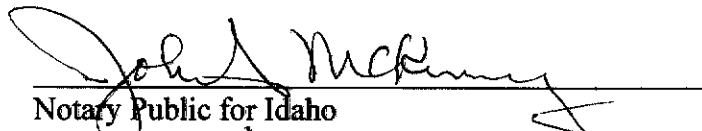
Charles A. Goodman
Charles A. Goodman
Roberta I. Goodman
Roberta I. Goodman

STATE OF IDAHO)
):ss.
COUNTY OF)

On this 15th day of January, 1997, before me, the undersigned, a Notary Public in and for said state, personally appeared Charles A. Goodman and Roberta I. Goodman, husband and wife, known or identified to me to be the persons whose names are subscribed to the within 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 first above written.

(SEAL)


Notary Public for Idaho
Residing at SALMON, Idaho
My Commission Expires: 4/8/98