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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

COPPER RIDGE ASSOCIATION, INC.

The undersigned, in order to form a nonprofit corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Secretary of State.

ARTICLE I

The name of this corporation is Copper Ridge Association, Inc. This corporation is hereinafter referred to as the "Association."

ARTICLE II

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

ARTICLE III

The Association shall be a nonprofit membership corporation.

ARTICLE IV

The location and post office address of the registered office of the Association shall be 10789 West Dason Court, Boise, Idaho 83713, and the Association's registered agent at that address shall be Pat Ott. The Association's main business office and general agent shall be Kevin G. Fortun, KGF Development LLC, 5800 125th Lane NE, in the City of Kirkland, King County, Washington 98033.

ARTICLE V

The Association is formed to be a Management Body as permitted by the provisions of the Idaho Condominium Property Act, Title 55, Chapter 15, Idaho Code (the "Act"), and the Association's powers are and shall be consistent with the provisions of the Act.

IDAHO SECRETARY OF STATE
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ARTICLE VI

Section 1. The nature of the business and the object and purpose of the Association shall be as follows:

(a) The Association shall be the "Management Body" as defined in Section 55-1503, Idaho Code, and as provided for in the terms and conditions of that certain Condominium Declaration and Covenants, Conditions and Restrictions for the Shops and Residences at Copper Ridge (hereinafter referred to as the "Declaration") to be executed by KGF Development LLC, a Washington limited liability company, which delegates and authorizes the Association to exercise certain functions as the Management Body. The Declaration shall be recorded in the Office of the County Recorder of Blaine County, State of Idaho, together with a copy of these Articles of Incorporation appended thereto.

(b) The Association shall have the power to have, exercise, and enforce all rights and privileges and to assume, incur, perform, carry out, and discharge all duties, obligations, and responsibilities of a Management Body as provided for in the 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 of any condominium project or any area or units thereof, to levy and collect the annual and special assessments and charges against the Condominiums and the Owners thereof (all as defined in the Declaration), to enter into appropriate lease agreements which conform with the sections of the Declaration which address such issues and in general, to assume and perform all the functions to be assumed and performed by a Management Body as provided for in the Declaration. The Association shall have the power to transfer, assign, or delegate such duties, obligations, or responsibilities to other persons or entities as permitted or provided for in the Act, the Declaration, or in an agreement executed by the Association with respect thereto. The Association shall actively foster, promote, and advance the interest of Owners of Condominiums within the Project.

Section 2. In addition to the foregoing, where not inconsistent with either the Act or Title 10, Idaho Code, the Association shall have the following powers:

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

(b) The Association shall have the authority to buy, sell, acquire, hold, mortgage, or enter into security agreements and to pledge lease, assign, transfer, trade, and deal in and with all kinds of personal property, goods, machinery, and merchandise of every kind, nature, and description.

(c) The association shall have the authority to buy, sell, lease, let, mortgage, exchange, or otherwise acquire or dispose of lands, lots, houses, buildings, 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) The Association shall have the authority 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 the Association's 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 the Association.

(e) The Association shall have the authority to have one or more offices to carry on all or any part of the Association's 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 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 Association. The Association 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 the Act, these Articles of Incorporation, and the general corporation laws of the state of Idaho.

ARTICLE VII

Section 1. Each member shall be entitled to receive a certificate of membership, which certificate shall state the number of votes that member its entitled to cast as a member of the Association.

Section 2. There shall be one membership in the Association for each Condominium Owner in the Project as established in the Declaration. The members of the Association must be and remain Owners of Condominiums within the Project as set forth in the Declaration to be recorded in Blaine County, State of Idaho, and the Association shall include all Owners of Condominiums. If title to a Condominium is held by more than one person, the membership relating to that Condominium shall be

shared by all such persons in the same proportionate interest and the same type of tenancy in which the title to the Condominium is held.

Section 3. No person or entity other than an Owner may be a member of the Association. A member shall not assign or transfer such member's membership certificate except in connection with the transfer or sale of a Condominium. Every person or entity who is an Owner of any Condominium in Project shall be required to be a member of the Association and remain a member so long as such person or entity shall retain the ownership of the Condominium. Membership in the Association is declared to be appurtenant to the title of the Condominium upon which such membership is based and automatically shall pass with the sale or transfer, of the title of the Condominium. Members shall not have preemptive rights to purchase other membership in the Association or other Condominiums in the Project.

Section 4. The voting rights and interests of a member of the Association shall be as set forth in the Declaration, or an exhibit attached thereto, and the voting rights and interests of each member Owner will not in all cases be equal. The Declaration, or an exhibit attached thereto, shall also set forth the percentage interest of each member in the Common Area for tax assessment and liability purposes, which interest depends upon the number and type of Condominiums. The voting rights and percentage interests of new members shall be determined in the same way as such voting rights and percentage interests were determined for old members.

Section 5. The total number of votes that attach to membership certificates shall be exercised by the members of the Association from and after the date of the incorporation. The total votes available shall be sixteen (16) which shall be allocated with seven (7) votes to owners of retail condominiums and nine (9) votes to the owners of residential condominium units. Each member shall be entitled to the number of votes allocated to the Condominiums owned by such member as set forth in the Declaration.

ARTICLE VIII

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 Act and as set forth in the Bylaws of the Association.

ARTICLE IX

The Bylaws of the Association may be altered, amended, or new bylaws adopted at any regular or special meeting of the Association called for that purpose by the affirmative vote of members holding two-thirds (2/3) of the votes allocated to the members present at such meeting. The Bylaws may also be amended or repealed or new bylaws adopted at any meeting of the Board of Directors by the vote of at least a majority

of the entire Board of Directors, provided, any bylaw adopted by the Board of Directors may be amended or repealed by the members in the manner set forth above.

Any proposal to amend or repeal these Bylaws or to adopt new bylaws shall be stated in the notice of the meeting of the Board of Directors or the members or in the waiver of notice thereof, as the case may be, unless all of the directors or the members are 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, employees, and agents of the Association and the members thereof, including the liability of the members for the payment of obligations thereof, including assessments, the Bylaws may incorporate by reference the provisions of the Declaration recorded in Blaine County, State of Idaho, provided that a true and correct copy of such Declaration is attached to and made a part of the Bylaws of the Association.

ARTICLE XI

The business and affairs of the Association shall be managed and controlled by the Board of Directors. The original Board of Directors shall consist of three (3) directors; however, the Bylaws of the Association may provide for an increase or decrease in the number of directors, provided that the number of directors shall not be greater than nine (9) or less than three (3). The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Kevin G. Fortun	5800 125th Lane NE Kirkland, Washington 98033
David Kirkham	5800 125th Lane NE Kirkland, Washington 98033
Pat Ott	10789 West Dason Court Boise, Idaho 83713

ARTICLE XII

Upon dissolution of the Association, the board of directors shall, after paying or making provision for the payment of all liabilities of the Association, distribute all of the assets of the Association consistent with the purposes of the Association. Any such

assets not so distributed shall be distributed by the Blaine County District Court exclusively for the purposes or to such organizations as such court shall determine to be consistent with the purposes of the Association.

ARTICLE XIII

The name and post office address of the incorporator of the Association is as follows:

John D. Sullivan

999 Third Avenue, Suite 3000
Seattle, Washington 98104

No part of the net earnings of the Association shall inure to the benefit of any private member or individual, other than by acquiring, constructing, or providing management, maintenance, and care of property held by the Association, commonly held by the members of the Association, or located in the Project and owned by members of the Association, and other than by a rebate of excess membership dues, fees, or assessments.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of February, 2007.



John D. Sullivan, Incorporator