

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

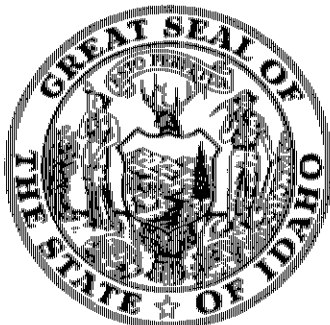
OSPREY BEND HOMEOWNERS ASSOCIATION, INC.

File number C 106950

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 OSPREY BEND HOMEOWNERS 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: July 12, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sisk*

JUL 12 4 45 PM '94
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

OSPREY BEND HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is OSPREY BEND HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The corporation is a nonprofit corporation, organized under the Idaho Nonprofit Corporation Act, as amended.

ARTICLE III

The period of duration of the corporation shall be perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized are to perform, carry out or engage in any lawful activity.

ARTICLE V

Except upon dissolution of the corporation, no dividends shall be paid and no part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the corporation or any other private individual (except that reasonable compensation may

IDAHO SECRETARY OF STATE
190713 0900 12319 2
08111035 DIST# 2105
CORP
10 30.00= 30.00

be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, agent or employee, or any other person or entity, pursuant to and upon authorization of the Board of Directors of the corporation).

ARTICLE VI

The corporation shall have members and the proxy system of voting by members of the corporation shall be permitted as provided for in the Idaho Nonprofit Corporation Act.

ARTICLE VII

The voting membership of the corporation shall consist of two classes, which shall be as follows:

CLASS A. The Class A members of the corporation shall be all owners of lots within the subdivision known as Osprey Bend Subdivision located in Custer County, Idaho, with the exception of Broken Wing Development Corp., an Idaho corporation. Each lot within said Osprey Bend Subdivision which is in Class A shall be entitled to one (1) membership in the corporation; provided, however, that no owner(s) of multiple lots within Osprey Bend shall have more than one (1) membership in the corporation. Each Class A membership in the corporation shall be entitled to one (1) vote. If any membership in Class A is held in the name of two (2) or more persons, the vote of such member shall be determined by the Idaho Nonprofit Corporation Act as in effect at the time of the vote on each matter in which that member participates.

CLASS B. The Class B member of the corporation shall be Broken Wing Development Corp., an Idaho corporation. The Class B member shall be entitled to five (5) votes for each lot owned by Broken Wing Development Corp. in the subdivision known as

Osprey Bend Subdivision located in Custer County, Idaho. The Class B membership in the corporation shall cease and be converted to Class A membership in the corporation when the total votes outstanding in the Class A membership exceed the total votes outstanding in the Class B membership.

ARTICLE VIII

Upon dissolution of the corporation, distribution may be made to the members of the corporation, pursuant to the terms of the Idaho Nonprofit Corporation Act as then in existence.

ARTICLE IX

The street address of the initial registered office of the corporation shall be 2027 Silver Creek Ln., Boise, Idaho 83706, and the name of the initial registered agent at such address shall be GERALD D. HERRICK.

ARTICLE X

The number of directors constituting the initial Board of Directors of the corporation shall be three (3), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
GERALD D. HERRICK	2027 Silver Creek Ln. Boise, Idaho 83706
KATHRYN S. HERRICK	2027 Silver Creek Ln. Boise, Idaho 83706
JEFFREY R. HERRICK	1524 Riverstone Lane, Apt. 102 Boise, Idaho 83706

ARTICLE XI

The name of the incorporator is Broken Wing Development Corp., an Idaho corporation, whose street address is 2027 Silver Creek Ln., Boise, Idaho 83706.

DATED this 12th day of July, 1994.

BROKEN WING DEVELOPMENT CORP.,
Incorporator

By: Gerald D. Herrick
Gerald D. Herrick
Its President

40509