

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
DUTCH HARBOR HOMEOWNERS' ASSOCIATION, INC.
(An Idaho Nonprofit Corporation)**

IDAHO SECRETARY OF STATE
07/14/2006 05:00
CK: 37626 CT: 999432 SH: 965054
2006 00:00:00 38.00 INC NONP # 2

The undersigned, acting as incorporator of a nonprofit corporation ("Association") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act") as amended, hereby adopts the following Articles of Incorporation.

ARTICLE I CORPORATE NAME

The name of the Association is DUTCH HARBOR HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Association is 110 Wallace Avenue, Coeur d'Alene, Idaho. The name of the initial registered agent of this Association at that office is Amie L. Teeter.

ARTICLE III PURPOSES

This Association is not organized for profit and no part of gains or earnings shall inure to its members. The Association is organized for the following purposes:

3.1 To provide for the acquisition, construction, management, operations, administration, maintenance, repair, improvement, preservation, and architectural control of Dutch Harbor, situated in Bonner County, Idaho.

3.2 To engage in any other lawful purpose pursuant to the laws of the State of Idaho and consistent with the foregoing.

ARTICLE IV MEMBERS AND MEMBERSHIP

4.1. Non-Stock Corporation. Participation in management and ownership of the Association shall be by Membership only. The Association shall issue no stock and shall have no shareholders.

4.2. Membership. The Association shall have one class of membership as defined by the Declaration of Covenants, Conditions and Restrictions for Dutch Harbor ("Declaration") and the Bylaws of the Association, each as amended from time to time. All members shall be voting members.

ARTICLE V **ASSESSMENTS**

5.1. The Association may levy assessments on any or all Members as fully set forth in the Declaration and the Bylaws of the Association.

5.2. The Board of Directors is authorized to fix the amount of assessments, from time to time, as fully set forth in the Declaration and Bylaws of the Association.

5.3. Assessments shall be payable at such times and intervals, and upon such notice and by such methods as the Board of Directors may prescribe in accordance with the provisions of the Declaration and Bylaws of the Association.

5.4. Assessments may be enforceable by civil action and shall be secured by a lien upon the real property to which the membership rights are appurtenant as fully set forth in the Declaration and Bylaws of the Association.

ARTICLE VI **BOARD OF DIRECTORS**

6.1. Number of Directors. The initial Board of Directors of this Association shall consist of three (3) directors. Thereafter, the number of Directors may be increased in accordance with the Bylaws of the Association.

6.2. Initial Board of Directors. The names and addresses of the initial Directors of the Association are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|---|
| Carl E. Crowe | 2110 E. 36 th Ave., Spokane, Washington, 99203 |
| Dennie Crowe | 2110 E. 36 th Ave., Spokane, Washington, 99203 |
| Jeff Robinson | 2929 1st Ave. #1101, Seattle, Washington, 98121 |

6.3. Director Liability. No director of this Association shall be personally liable to this Association or its members for monetary damages for conduct as a director, except for liability of a director: (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director; or (ii) for any transaction from which the director has or will personally receive a benefit of money, property or services to which the director is not legally entitled. If the Idaho Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of this Association shall be eliminated or limited to the fullest extent permitted by the Idaho Nonprofit Corporation Act, as so amended. No repeal or modification of this section shall adversely affect any right or protection of any director of this Association existing at the time of such repeal or modification.

ARTICLE VII **INCORPORATOR**

The name and street address of the incorporator is Amie L. Teeter, 110 Wallace Avenue, Coeur d'Alene, Idaho 83814.

ARTICLE VIII

DISSOLUTION

Upon dissolution the assets shall be distributed in a manner not inconsistent with law regarding the distribution of assets on dissolution.

ARTICLE IX AMENDMENT OF ARTICLES

This Association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation pursuant to the provisions for such amendment set forth in the Bylaws of this Association.

For the purposes of forming this Association under the laws of the State of Idaho, I, the undersigned, constituting the incorporator of this Association, have executed these Articles on the 12th day of July, 2006.

Amie L. Teeter
Amie L. Teeter, Incorporator

STATE OF WASHINGTON)
County of Spokane)ss

I, the undersigned, a Notary Public, do hereby certify that on this 12th day of July, 2006, personally appeared before me, Amie L. Teeter, who, being by me first duly sworn, declared that he signed the foregoing document, and that the statements therein contained are true.



Patti J. Foster
Notary Public in and for the State of Washington
Residing at: Spokane
My Commission Expires: 12/19/09