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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
MONUMENT ROAD USERS ASSOCIATION AND
FRITZ HEATH ARCHITECTURAL CONTROL INC.**

KNOWN ALL MEN BY THESE PRESENTS that the undersigned, for the purpose of stating the Corporation's Articles of Incorporation pursuant to the provisions of the Idaho Nonprofit Corporation Act, hereby certifies and adopts the following Articles of Incorporation.

**ARTICLE I.
NAME**

1.1 The name of the corporation (hereinafter referred to as the Corporation) is MONUMENT ROAD USERS ASSOCIATION AND FRITZ HEATH ARCHITECTURAL CONTROL INC.

**ARTICLE II.
DURATION**

2.1 The duration of this Corporation shall be perpetual.

**ARTICLE III.
PURPOSE AND POWERS**

3.1 This Corporation is not organized for profit and no part of its gains or earning shall inure to its members. The specific purpose for which it is formed is to perform all duties and responsibilities and to exercise all rights and privileges of the Road Users Association and Architecture Control Committee as set forth in the Amended Declaration of Protective Covenants, Conditions and Restrictions for Fritz Heath Second Amended Forest Tracts, Post Falls Idaho, (Document 2057811000 of Kootenai County, Idaho) dated September 26, 2006. Such duties and responsibilities include, yet shall not be limited to supervising architectural development and infrastructure maintenance within the Fritz Heath Forest Tracts development and assessing and collecting fees in order to accomplish these responsibilities. Further, such duties will include operating a road users association which shall be called the "MONUMENT ROAD USERS ASSOCIATION AND FRITZ HEATH ARCHITECTURAL CONTROL INC."

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

3.3 Perform all of the duties and obligations of the Corporation as set forth in the Bylaws:

3.4 Fix, levy, collect and enforce assessments and fines in a fair and equitable fashion and secure the payment of assessments through liens upon real property in which

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membership rights are appurtenant and in accordance with Idaho law. The amount and method of collection of such assessments shall be fixed by the Board of Directors from time to time, and are payable at such times or intervals, and upon such notice and by such methods as the directors may prescribe;

3.5 Pursuant to Idaho Code Section 30-30-401 et seq., assessments may be made enforceable by action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture.

3.6 Pay all expenses and obligations incurred by the Corporation in the conduct of its business, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Corporations property;

3.7 Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, exchange, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

3.8 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;

3.9 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;

3.10 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;

3.11 Commence litigation versus third-parties and/or members. Participate in mediation, arbitration and/or exercise any and all corporate rights and obligations specified at law and/or by the Articles and Bylaws of the Corporation. 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 the 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 to the Corporation, and such other rules and regulations as are not repugnant to the laws of the State of Idaho; and

3.12 Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act, which now or hereafter exists.

ARTICLE IV.
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. Membership shall be limited to those persons or entities that own all or any portion of a parcel located within the Fritz Heath Second Amended Forest Tracts, regardless of the form of ownership interest therein. Membership has been extended, and may continue to be extended, outside the Fritz Heath Second Amended Forest Tracts parcels by annexation of other lots by an affirmative vote of the Corporation's Board of Directors. All of such parcels shall be collectively referred to as the "Monument Parcels". A Member's request to be de-annexed from the Monument Parcels must be approved by the Corporation's Board of Directors. Membership shall be in accordance with the Corporation's Articles of Incorporation and Bylaws.

4.3 Transferred Membership. Membership in the Corporation shall not be transferred, pledged or alienated in any way except upon the transfer of ownership of an ownership interest in a Monument Parcel. Any attempt to make a prohibited transfer is void. In the event any Member should fail or refuse to transfer the membership registered in his/her name to the purchaser of his/her interest therein, the Corporation shall have the right and authority to transfer the membership to the purchaser and 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. The owners of each parcel shall have one (1) vote. The vote for each individual parcel must be cast as a single vote; and the vote assigned to a particular parcel shall not be fractionalized or split. If joint owners are unable to agree how their vote shall be cast; they shall lose their right to vote on the matter in question.

4.5 Voting Requirements. Except where otherwise expressly provided in these Articles of Incorporation or the Bylaws, any action by the Corporation must have the approval of the Corporation membership before being undertaken.

4.6 Limitation of Payment to Dissenting Member. Membership in the Corporation is appurtenant to and cannot be segregated from ownership of any Parcel. Except under dissolution of the Corporation, a dissenting member shall not be entitled to any return of any contribution or other interest in the Corporation.

4.7 Limitations on Granting Non-Member Parcels Access. To prevent non-member parcels from using the roads maintained by this Corporation without paying a reasonable portion of road maintenance costs, members are prohibited from granting access to the Monument Roads through a member parcel to a non-member parcel. A non-member parcel may gain access to the Monument Roads only after admission to the Corporation. It is a breach of this Agreement for a member to grant non-member access through a member parcel and damages for breach includes

paying reasonable dues for the non-admitted parcel(s).

ARTICLE V.
INITIAL REGISTERED OFFICE, AGENT AND MAILING ADDRESS

5.1 The initial registered office of the Corporation shall be 409 E. Coeur d'Alene Avenue, Coeur d'Alene, Idaho, 83814, and the name of its registered agent is Brent G. Schlotthauer. The corporations mailing address shall likewise be c/o Brent Schlotthauer, 409 E. Coeur d'Alene Avenue, Coeur d'Alene, Idaho, 83814.

ARTICLE VI.
BOARD OF DIRECTORS; INCORPORATORS

6.1 The affairs of this Corporation shall initially be managed by a Board of three (3) Directors, but may be increased by amendment of the Corporation's Bylaws to an odd number not exceeding nine (9) Directors. The Board may only be comprised of members of the Corporation. The number of Directors may be increased by amendment of the Bylaws of the Corporation. The names and addresses of the persons who are to serve as the initial Directors of the Corporation until the selection of their successors, are:

<u>NAME</u>	<u>ADDRESS</u>
STEPHEN L. HOWELL	P.O. Box A Plummer, ID 83851
FRANK HILL	Palouse Organics LLC 1189 Eid Road Moscow, Idaho 83843
FRANKIE CRUMB	5022 E SHORELINE DR, Post Falls, 183854

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
BRENT G. SCHLOTTHAUER	409 Coeur d'Alene Avenue Coeur d'Alene, ID 83816

ARTICLE VII.
INDEMNIFICATION

7.1 The Corporation shall have all powers set forth in Idaho Code Section 30-30-626

or any successor statute.

**ARTICLE VIII.
DISSOLUTION**

8.1 In the event of dissolution, liquidation or winding up of the Corporation, after paying off or adequately providing for the debts and obligation of the Corporation, the Directors or persons in charge of the liquidation shall distribute any remaining assets, properties and/or money to such public entity or nonprofit organization with similar purposes to this entity.

**ARTICLE IX.
AMENDMENT OF ARTICLES**

9.1 These Articles shall be amended only to the vote or willing assent of at least two-thirds (2/3) of the membership.

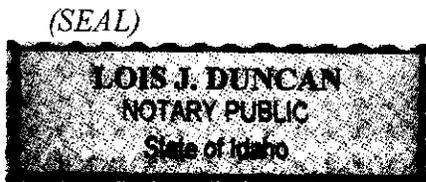
IN WITNESS WHEREOF, for the purposes of forming this Corporation under the laws of the State of Idaho, I, the undersigned, constituting the incorporator of the Corporation, have executed these Articles of Incorporation on the 12th day of October, 2015.

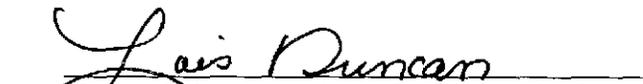


BRENT G. SCHLOTTHAUER
Incorporator

STATE OF IDAHO)
 :ss.
County of Kootenai)

I, a Notary Public, do hereby certify that on the 12 day of October, 2015, personally appeared before me BRENT G. SCHLOTTHAUER, who, being by me first duly sworn, declared that he is the Incorporator of MONUMENT ROAD USERS ASSOCIATION AND FRITZ HEATH ARCHITECTURAL CONTROL INC., that he signed the foregoing document as Incorporator of the Corporation, and that the statements herein contained are true.





Notary Public in and for the State of Idaho
Residing at: Coeur d'Alene
Commission Expires: 05-24-16