

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

SOURDOUGH POINT OWNERS ASSOCIATION, INC., A NON-PROFIT CORPORATION

was filed in the office of the Secretary of State on the **11th** day
of **June** A. D. One Thousand Nine Hundred **seventy-six** and
~~will be~~
is duly recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
Perpetual Existence from the date hereof, with its registered office in this State located at
Sandpoint, Idaho in the County of **Bonner**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **11th** day of **June**
A.D., 19 **76**.

Secretary of State.

RECEIVED

'76 JUN 11 AM 9:17

SECRETARY OF
STATE

ARTICLES OF INCORPORATION

OF

SOURDOUGH POINT OWNERS ASSOCIATION, INC.
A NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are full age citizens of the United States of America, being desirous of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby enter into and adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be SOURDOUGH POINT OWNERS ASSOCIATION, INC., A NON-PROFIT CORPORATION.

ARTICLE II.

The names and post office addresses of each of the incorporators of this corporation are as follows:

<u>Name:</u>	<u>Address:</u>
John Darling	Box 926, Sandpoint, Idaho 83864
Larry Darling	HCR 66, Box 628, Sandpoint, Idaho 83864
Douglas Darling	Box 491, Hayden Lake, Idaho 83835
Ken Littlefield	c/o Gene Littlefield West Ontario, Sandpoint, Idaho 83864
Brad Littlefield	Route 2, Box 355A, Coeur d'Alene, Idaho 83814.

ARTICLE III.

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

1.

ARTICLE IV.

The purposes for which this corporation are formed are:

(1) To construct, purchase, operate and maintain a domestic water system for the membership of said district; to purchase or produce and sell water at wholesale and retail rates.

(2) To own, construct and maintain all roads within the Sourdough Point Subdivisions.

(3) To own, maintain and regulate all recreation areas and common owned properties together with their improvements deeded, granted or dedicated incidental to the filing of the Sourdough Point Subdivisions.

(4) To own, hold, buy and sell stock in other corporations, associations and partnerships.

(5) To purchase, subscribe for or otherwise acquire and to own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part, in cash or by exchange therefor of stocks, bonds or other evidences of indebtedness, or securities, of this or any other corporation, and while owning or holding any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property and to exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned.

(6) To aid, either by loans or by guaranty of securities, or in any other manner, any corporation, domestic or foreign, any shares of stocks, bonds, debentures, evidences of indebtedness or other securities which are held by this corporation or in which it shall have any interest and do any acts designed to protect, preserve, improve or enhance the value of the property at any time held or controlled by this corporation or in which it may be interested.

(7) To enter into, make, perform and carry out contracts of any kind for any lawful purpose of any persons, firms, associations or corporations.

ARTICLE V.

The principal place of business of this corporation and its principal offices shall be at Star Route, Bonner County, State of Idaho, *City of Sandpoint*.

The board of directors may from time to time establish and maintain within or without the State such other place of business and such other offices as may be useful or convenient in transacting the business affairs of the corporation.

ARTICLE VI.

Membership shall be based upon certificates of membership for consideration fully paid based upon a rate per member to be hereafter fixed by the duly elected and acting board of directors and may from time to time be increased or decreased by action of said board, and that each membership certificate shall entitle the holder thereof to one vote in any of the affairs of the association. The rights and interests of all members shall be equal, and no member shall have or acquire a greater interest than any other member.

ARTICLE VII.

The number of directors who shall manage the business of the corporation shall be not less than five who must be members in good standing in said association.

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To amend or repeal the by-laws of the corporation and adopt new by-laws.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the membership certificates issued and outstanding having voting power given at a members'

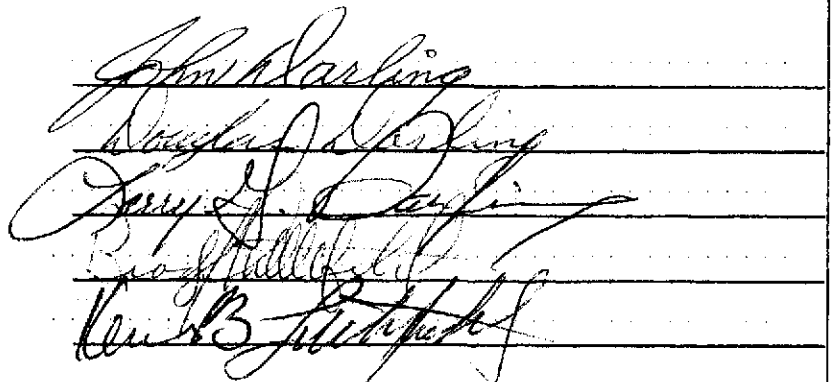
meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting certificates issued and outstanding, to sell, lease, or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

ARTICLE VIII.

That the names of the subscribers with their addresses are as follows:

<u>Name:</u>	<u>Address:</u>
John Darling	Box 926, Sandpoint, Idaho 83864
Larry Darling	HCR 66, Box 628, Sandpoint, Idaho
Douglas Darling	Box 491, Hayden Lake, Idaho 83835
Ken Littlefield	c/o Gene Littlefield, West Ontario, Sandpoint, Idaho 83864
Brad Littlefield	Route 2, Box 355A, Coeur d'Alene, Idaho 83814.

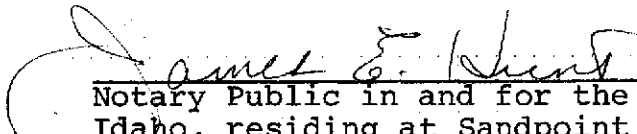
IN WITNESS WHEREOF, the above named incorporators have hereunto set their hands and seals this 12th day of MAY 1976.



STATE OF IDAHO,)
 :ss.
County of Bonner,)

On this 17th day of February, 1976, before me, the undersigned, a Notary Public for said State, personally appeared JOHN DARLING, known to me to be the person whose name is subscribed to the above and foregoing instrument, and acknowledged to me that he executed the same.

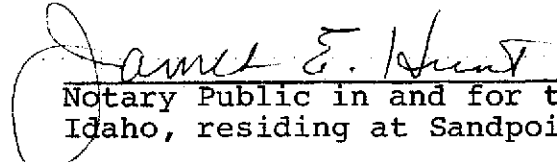
IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and date last above written.


Notary Public in and for the State of
Idaho, residing at Sandpoint therein.

STATE OF IDAHO,)
 :ss.
County of Bonner,)

On this 28th day of April, 1976, before me, the undersigned, a Notary Public for said State, personally appeared LARRY DARLING, known to me to be the person whose name is subscribed to the above and foregoing instrument, and acknowledged to me that he executed the same.

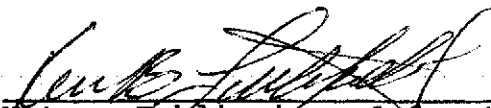
IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and date last above written.


Notary Public in and for the State of
Idaho, residing at Sandpoint therein.

STATE OF IDAHO,)
 :SS.
County of Kootenai)

On this 1st day of April, 1976, before me, the undersigned, a Notary Public for said State, personally appeared DOUGLAS DARLING, known to me to be the person whose name is subscribed to the above and foregoing instrument, and acknowledged to me that he executed the same.

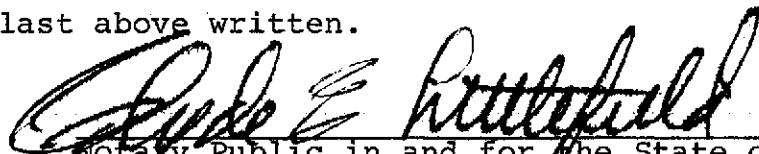
IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and date last above written.


Notary Public in and for the State of
Idaho, residing at Chenail Lane therein.

STATE OF IDAHO,)
 :SS.
County of Bonner,)

On this 14 day of April, 1976, before me, the undersigned, a Notary Public for said State, personally appeared KEN LITTLEFIELD, known to me to be the person whose name is subscribed to the above and foregoing instrument, and acknowledged to me that he executed the same.


IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and date last above written.


Notary Public in and for the State of
Idaho, residing at Sandpoint therein.

STATE OF IDAHO,)
 :SS.
County of Kootenai)

On this 1st day of April, 1976, before me, the undersigned, a Notary Public for said State, personally appeared BRAD LITTLEFIELD, known to me to be the person whose name is subscribed to the above and foregoing instrument, and acknowledged to me that he executed the same.

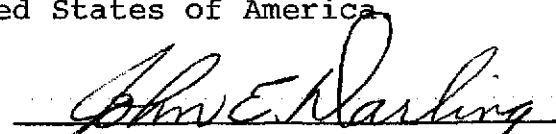
IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and date last above written.

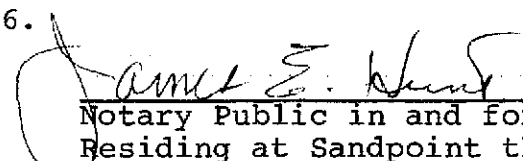

Notary Public in and for the State of
Idaho, residing at Camden, Idaho therein.

STATE OF IDAHO,)
 :SS.
County of Bonner,)

JOHN DARLING being first duly sworn, on his oath deposes and says:

That he is one of the above named subscribers to the above and foregoing Articles of Incorporation, and that all of the subscribers thereto, to-wit: John Darling, Larry Darling, Douglas Darling and Ken Littlefield and Brad Littlefield, are full age citizens of the United States of America.


Subscribed and sworn to before me this 17th day of February, 1976.


Notary Public in and for the State of Idaho,
Residing at Sandpoint therein.