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Department of State.

**CERTIFICATE OF INCORPORATION
OF**

BEAVER HILL WATER AND PARK ASSOCIATION, INC.

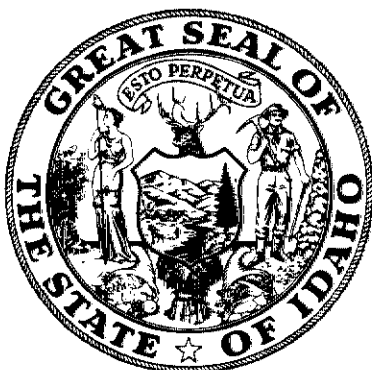
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

BEAVER HILL WATER AND PARK 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 August 30, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zavala
Corporation Clerk

ARTICLES OF INCORPORATION

of

BEAVER HILL WATER and PARK ASSOCIATION, INC.

RECEIVED
SEC. OF STATE

20 JUN 60 PM 1 49

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all full age citizens of the United States and lot owners of Beaver Hill Acres Subdivision, Idaho County, Idaho, this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation in compliance with the requirements of Title 30, Chapter 3, Idaho Code, and do hereby certify:

I.

The name of this corporation is BEAVER HILL WATER and PARK ASSOCIATION, INC., hereinafter called the "Association".

II.

This Association is a non-profit corporation, and shall have no capital stock; and no dividends or pecuniary profits shall be declared to the members thereof.

III.

The objects and purposes for which this Association is formed are as follows:

A. To acquire and own real estate and personal property, including water rights, water lines, mains, easements, pumps, pumping fixtures and equipment, water licenses and permits, franchises, community park, and any other property item or effect that may become instrumental for the purposes for which the Association is organized.

B. To supervise, manage, distribute, control and supply water to members of the Association, and to acquire, maintain, control, expand, improve and repair water sources and systems and conduct all business necessary or instrumental to the same.

C. To fix, levy, and collect membership dues from all Association members for water and water system appurtenances furnished in connection therewith, and which dues shall be disbursed by the Association only in payment for expenses of such water system and water appurtenances, including administrative expenses; or to retire notes, contracts, or debts of said water system and water system appurtenances.

D. To supervise, manage and maintain a communal park in the best interest of the members and to fix, levy, and collect membership dues for payment of administrative costs, taxes, improvements and maintenance of the park.

E. To perform any lawful act necessary to the acquisition, ownership, maintenance, and expansion of water system or communal park and the distribution of water, and other lawful acts necessary or advisable in the furtherance of the Association.

F. To borrow money, goods, or services for use of the Association and to pledge or mortgage any of its property as security therefor in any manner permitted by law.

G. To establish reserves and to place the funds thereof in a saving account, checking account, or other depositories as the Board of Directors may deem satisfactory.

H. To review, revise (if necessary), and enforce the Restrictive Covenants which are recorded for Beaver Hill Acres.

I. To have and exercise any and all powers, rights, and privileges which a corporation organized under the Idaho Nonprofit Corporation Act by law may now or hereafter have or exercise.

IV.

The name and address of the initial registered agent and office of said Association is Thomas A. Leege, 3205 Pine Hill Drive West, Coeur d'Alene, Idaho 83814. The phone number is (208) 664-3725.

V.

The duration of this Association shall be perpetual.

VI.

The owner(s) of each of the eleven (11) lots numbered One (1) thru Eleven (11), Beaver Hill Acres Subdivision, located in Section Nine (9) Township 33 North, Range Four (4) East, Idaho County, Idaho, is a member of this Association. Such membership shall at all times be identified with the owner(s) of the lot(s) of Beaver Hill Acres, and at no time be subject or conditioned upon approval of the Board of Directors or other members. A person is considered a lot owner as soon as he (she) enters a contract to purchase a lot on Beaver Hill Acres. There shall be one membership and one voting right for each of the eleven (11) lots, whether owned in community, jointly, or separately. Voting rights and membership and continuation thereof shall be dependent upon the ownership of the lot(s) and there can be no expulsion of a member or cancellation of voting rights of such a member so long as he is qualified as specified in the By-Laws.

Voting may be by proxy if written, dated and signed by a member; provided, however, no such proxy shall be valid beyond eleven (11) months after its execution, nor binding upon a transferee of a lot or lots from the person executing such proxy.

VII.

In the event of the failure of a member to pay membership dues, the Association may, following twenty (20) days of written notification to the delinquent member: 1) suspend water service to such property during the time any assessment or charge is unpaid following due date thereof; and/or 2) bring a legal suit against the delinquent member in a court of competent jurisdiction. Upon payment of any delinquent membership dues, together with a reasonable charge for terminating and restoring service, and for collection and attorney fees, water service must be promptly restored.

Unpaid membership dues, including reasonable charges for collection and attorney fees, and for terminating and restoring service if service has been terminated, must be paid by a transferee of a membership or a member acquiring another lot or lots and unless so paid, service may be suspended or if suspended, such suspension shall continue as above provided. Unpaid membership dues will accrue as a lien against the respective lot.

VIII.

Nothing in these Articles shall be construed as restricting the ownership of the lot or lots and no provision shall be made in the By-Laws of the Association which shall so restrict ownership.

IX.

The foregoing Articles of this Association and this Article, being Articles I through IX, inclusive, can be changed only by an affirmative vote with two-thirds (2/3) of all eligible votes.

X.

By-Laws not inconsistent with the Articles of Incorporation may be adopted, altered, amended or repealed at any regular meeting of the members, or any special meeting of the members of the Association called for that purpose, by the affirmative vote of two-thirds (2/3) of all eligible votes.

XI.

The business of this Association shall be managed by a Board of Directors of not less than three nor more than five directors, the number, qualification, terms of office, manner of election, powers and duties of such directors shall be such as may be prescribed by law, these articles and such By-laws as may from time to time be in force.

XII.

The following named persons are the incorporators and shall serve as a Board of Directors until their successors are duly elected and qualified, to-wit:

1. Thomas A. Leege, 3205 Pine Hill Drive West, Coeur d'Alene, ID 83814
2. Carolyn M. Leege, 3205 Pine Hill Drive West, Coeur d'Alene, ID 83814
3. Jerry L. Gifford, HC-75, Box 72, Kooskia, ID 83539

IN WITNESS WHEREOF, the incorporators have executed this instrument on this 23rd day of August, 1989.

Thomas A. Leege
Thomas A. Leege

Carolyn M. Leege
Carolyn M. Leege

Jerry L. Gifford
Jerry L. Gifford

STATE OF IDAHO, COUNTY OF Kootenai

On this 23rd day of August, 1989,
before me, a notary public in and for said State, personally appeared

Thomas A. Leege
Carolyn M. Leege

known to me to be the persons whose names
subscribed to the within instrument, and acknowledged
to me that they executed the same.

[Signature]
Notary Public
Residing at Coeur d'Alene, Idaho
Comm. Expires 9/89

On this _____ day of _____, 1989, before me,
the undersigned Notary Public in and for the County and State
aforesaid, personally appeared THOMAS A. LEEGE, CAROLYN M.
LEEGE, and JERRY L. GIFFORD, known to me to be the persons whose
names are subscribed to and who executed the foregoing Articles
of Incorporation of BEAVER HILL WATER and PARK ASSOCIATION,
INC., and severally acknowledged to me that they signed, sealed
and executed and delivered the said Articles of Incorporation,
in triplicate, as their free and voluntary act for the uses and
purposes therein set forth.

WITNESS my hand and seal in triplicate at Coeur d'Alene,
Idaho, the day and year first above written in the certificate.

Notary Public for Idaho
Residing at _____
My comm. exp. _____

STATE OF IDAHO)
County of LEWIS) 69
(Notary)

On this 17 day of August, 1989, before me,
Russell J. Hall, a Notary Public for the State of Idaho,
personally appeared JERRY L. Gifford, known to me to be the
person whose name (is or are) subscribed to the within instrument, and acknowledged
to me that (he, she or they) executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
the day and year in this certificate first above written.

Russell J. Hall
(Notary Public for the State of Idaho)
Residing at Kamiah Idaho

My commission expires 9-13-91