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STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
ROCKFORD BAY HEIGHTS HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Idaho Nonprofit Corporation Act, I.C. §30-3-1 et seq., adopt the following articles of incorporation:

**ARTICLE ONE.
NAME**

The name of the corporation is: Rockford Bay Heights Homeowners' Association, Inc.

**ARTICLE TWO.
NOT FOR PROFIT**

The corporation is a not-for-profit corporation as defined in the Idaho Nonprofit Corporation Act, I.C. §30-3-1 et seq. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, directors or officers except to the extent permissible under law.

**ARTICLE THREE.
DURATION**

The duration (term) of the corporation is perpetual.

**ARTICLE FOUR.
PURPOSES**

The corporation is organized and shall be operated exclusively for the following purposes:

A. To enforce the declaration of restrictions, easements and covenants of Rockford Bay Heights, recorded in Book 135, page 842, records of Kootenai County, Idaho, referred to in these articles as the declaration, consisting of homesites identified in the declaration; to be the association referred to in the declaration; and to assess homeowners in accordance with the declaration.

B. To exercise all rights and powers conferred by the laws of the State of Idaho upon nonprofit corporations, including but not limited to the power to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property for any of the purposes set forth in these articles of incorporation.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

IDAHO SECRETARY OF STATE

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ARTICLE FIVE.
LIMITATION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four ("Purposes").

ARTICLE SIX.
MEMBERS

The corporation shall have voting members who shall consist of all of those persons who are the record fee simple title holders of all ten-acre parcels of the real property described in the declaration. His or her voting privileges cannot thereafter be suspended or removed as long as he or she remains a homeowner. Each parcel of the real property described in the declaration shall be entitled to one vote upon each matter for which members are entitled to vote.

ARTICLE SEVEN.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 16653 Rockford Heights Rd., Coeur d'Alene, ID 83814, and the name of its initial registered agent at that address is: Ronald Martin.

ARTICLE EIGHT.
INITIAL BOARD OF DIRECTORS

The management of the corporation shall be vested in a board of directors. The number of directors constituting the initial board of directors is one. The number of directors may be increased or decreased in accordance with the bylaws, but shall never be less than three. The voting members shall elect the directors at the annual meeting of voting members. The bylaws may provide for ex officio and honorary directors, and their rights and privileges. The name and address of the initial director of the corporation is Ronald Martin, 16653 Rockford Heights Rd., Coeur d'Alene, ID 83814.

ARTICLE NINE.
OFFICERS

The officers of the corporation shall consist of a president, vice president, secretary, treasurer and such other officers and assistant officers as may be provided in the bylaws. Each officer shall be elected by the board of directors (and may be removed by the board of directors) at such time and in such manner as may be prescribed by the bylaws.

ARTICLE TEN.
INCORPORATORS

The name and address of the incorporator is as follows:
Ronald Martin

16653 Rockford Heights Rd.
Coeur d'Alene, ID 83814

ARTICLE ELEVEN.
BYLAWS

The bylaws of the corporation are to be adopted by the board of directors, and may be altered, amended or rescinded by the board of directors

ARTICLE TWELVE.
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment to them, and all rights and privileges conferred upon the members, directors and officers are subject to this reservation.

ARTICLE THIRTEEN.
INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the laws of the State of Idaho.

In witness, the undersigned has signed these articles of incorporation.


RONALD MARTIN