

94016-106721



Department of State

**CERTIFICATE OF INCORPORATION
OF**

SCHWEITZER MOUNTAIN COMMUNITY 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 _____

SCHWEITZER MOUNTAIN COMMUNITY 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 December 21, 19 90.

Pete Cenarrusa

SECRETARY OF STATE

Elizabeth M Rebala

Corporation Clerk



90 DEC 21 AM

ARTICLES OF INCORPORATION

OF

SCHWEITZER MOUNTAIN COMMUNITY ASSOCIATION, INC.

An Idaho Nonprofit Corporation

Pierre Huguennin, the undersigned natural person over the age of twenty-one years, acting as incorporator of a nonprofit corporation pursuant to the Idaho Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation for such nonprofit corporation.

ARTICLE I

NAME

The name of the nonprofit corporation is the Schweitzer Mountain Community Association, Inc., hereinafter referred to as the "Association."

ARTICLE II

DEFINITIONS

Except as otherwise provided herein or as may be required by the context, all terms defined in Article I of the Declaration of Covenants, Conditions and Restrictions of the Schweitzer Mountain Community, an Expandable Planned Unit Development, hereinafter referred to as the "Declaration", shall have such defined meanings when used in these Articles of Incorporation.

ARTICLE III

DURATION

The Association shall exist perpetually or until dissolved pursuant to law.

ARTICLE IV

PURPOSES

The Association is organized as a nonprofit corporation and shall be operated exclusively for the purpose of operating and governing the Schweitzer Mountain Community, a planned unit development, hereinafter referred to as the "Project", which is located in Bonner County, Idaho. The Association is organized and shall be operated to perform the functions and provide the services contemplated in the Declaration, which document is to be recorded in the office of the County Recorder of Bonner County, State of Idaho. No dividend shall be paid and no part of the net income of

the Association, if any, shall be distributed to the members, directors or officers of the Association, except as otherwise provided herein, in the Declaration or under Idaho law.

ARTICLE V

POWERS

Subject to the purposes declared in Article IV above and any limitations herein expressed, the Association shall have and may exercise each and all of the following powers and privileges:

(a) The power to do any and all things that the Association is authorized or required to do under the Declaration, as the same may from time to time be amended, including, without limiting the generality of the foregoing, the specific power to fix, levy and collect the charges and assessments provided for in the said Declaration;

(b) The power to purchase, acquire, own, hold, lease, mortgage, sell and dispose of any and all kinds and character of real, personal and mixed property (the foregoing particular enumeration in no sense being used by way of exclusion or limitation) and, while owner of any of the foregoing, to exercise all rights, powers and privileges appertaining thereto; and

(c) The power to do any and all things that a nonprofit corporation may now or hereafter do under the laws of the State of Idaho.

ARTICLE VI

MEMBERSHIP

The members of the Association shall be the Declarant and each Maintenance Association established within the Project. No person or entity other than Declarant or the Maintenance Associations established in the Project may be a member of the Association. Membership in the Association may not be transferred, pledged or alienated in any way, or on behalf of, any Maintenance Association.

ARTICLE VII

MEMBERSHIP CERTIFICATES

The Association may issue certificates of membership, but such certificates shall not be necessary to evidence membership in the Association. Membership in the Association shall begin immediately and automatically upon the legal establishment of each Maintenance Association and shall cease immediately and automatically upon the termination or dissolution of such Maintenance Association.

ARTICLE VIII

VOTING RIGHTS

The Association shall have two classes of voting membership as follows:

(a) Class A Membership shall be that held by each Maintenance Association other than Declarant, and each Class A Member shall be entitled to one vote for each Share allocated to the Units in that Member's Maintenance Association, at the time of a particular vote. Provided, however, each Lot shall be deemed to have one Share for purposes of this Article VIII if no Units exist on such Lot.

(b) Class B membership shall be that held by Declarant who shall be entitled to three votes for each Unit allocated, pursuant to the Declaration, to the Lots owned by it; provided, however, if no Units have been allocated to a Lot in the Declaration, each Lot owned by the Declarant shall be deemed to have at least three Shares for purposes of this Article VIII. The Class B memberships shall be converted to Class A memberships when the Declarant has filed for record with Bonner County a notice that it has completed development of the Project.

ARTICLE IX

ASSESSMENTS

Members of the Association shall be subject to assessments by the Association from time to time in accordance with the provisions of the Declaration and shall be liable to the Association for payment of such assessments. Members shall not be individually or personally liable for the debts or obligations of the Association. However, the foregoing in no way relieves the members of their personal liability on the assessments as such assessments are assessed from time to time against their individual Condominiums.

ARTICLE X

PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the initial principal office of the Association shall be located at 218 Cedar Street, Sandpoint, Idaho 83864, and the name of the initial registered agent of the Association at such address is Pierre Huguenin.

ARTICLE XI

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of at least three (3), but not more than seven (7), Directors as prescribed in the Bylaws. The names and addresses of the persons who are to serve on the initial Board of Directors until the first annual meeting of the Association and until the successors of such Directors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Pierre Huguemin	218 Cedar Street, Sandpoint, Idaho 83864
Brian Kruk	218 Cedar Street, Sandpoint, Idaho 83864
Tim Hinderman	218 Cedar Street, Sandpoint, Idaho 83864
Wayne Benner	218 Cedar Street, Sandpoint, Idaho 83864

ARTICLE XIII

BYLAWS, RULES AND REGULATIONS

The Board of Directors may, in accordance with the Declaration, adopt, amend, repeal and enforce Bylaws and reasonable rules and regulations governing the operation of the Association and the operation and use of the Project, to the extent that the same are not inconsistent with these Articles of Incorporation or the Declaration. With respect to any inconsistency among the Declaration, Articles and Bylaws, the Declaration shall have priority over the Articles and Bylaws and the Articles shall have priority over the Bylaws.

ARTICLE XIV

INCORPORATOR

The name and address of the incorporator of the Association is as follows:

Pierre Huguemin 218 Cedar Street
 Sandpoint, ID 83864

ARTICLE XV

AMENDMENTS

Except as otherwise provided by law or by the Declaration (e.g., Article XIII of the Declaration), these Articles of

Incorporation may be amended by fifty-one percent (51%) of the Total Votes of the Association.

DATED this 19th day of December, 1990.

Pierre Huguenin
Pierre Huguenin

VERIFICATION

STATE OF IDAHO)
: ss.
COUNTY OF BONNER)

On the 19th day of December, 1990, personally appeared before me Pierre Huguenin, who being by me duly sworn did say that he is the incorporator of the Schweitzer Mountain Community Association, that he signed the foregoing Articles of Incorporation of the Schweitzer Mountain Community Association as incorporator of such nonprofit corporation and that the statements therein contained are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of December, 1990.

My Commission Expires:

10-22-93

Roberta A. Bostock

NOTARY PUBLIC

Residing at Sagle