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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
NORTH PLACE MASTER ASSOCIATION, INC.
AN IDAHO NONPROFIT CORPORATION

The undersigned, for the purposes of forming a corporation under the provisions of the Idaho Nonprofit Corporation Act, Idaho Code Ch. 30 (the "Act"), hereby adopts the following Articles of Incorporation ("Articles").

Article 1.
NAME

The name of the corporation is NORTH PLACE MASTER ASSOCIATION, INC. ("Association").

Article 2.
EFFECTIVE DATE OF INCORPORATION

Incorporation of the Association will be effective upon the filing of these Articles by the Secretary of State.

Article 3.
DURATION

The Association will exist perpetually.

Article 4.
PURPOSES AND POWERS

Purposes

The specific primary purposes for which the Association is formed are to: provide for the acquisition, construction, management, operation, administration, maintenance, repair, improvement, preservation, insurance, and architectural control of property either owned by, or within the jurisdiction of, the Association within that certain development project located generally in Kootenai County, Idaho, commonly known as North Place (the "Project"); and promote the health, safety and welfare of all owners and tenants using the Project and any additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose, all according to that certain Master Declaration of Covenants, Conditions, and Restrictions ("Master Declaration") recorded or to be recorded with respect to the Project in the Office of the Spokane County Auditor.

Powers

In furtherance of said purposes, the Association will have powers set forth in the Master Declaration and its corporate bylaws ("Bylaws").

Article 5.
DISSOLUTION

In the event of the dissolution, liquidation, or winding up of the Association, after paying or adequately providing for the debts and obligations of the Association, the Directors (as hereinafter defined) or person in charge of the liquidation shall distribute the remaining assets to a nonprofit corporation or other entity charged with the administration of the Project. If the Project is terminated or if

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there is no such entity formed to take over administration of the Project, then the remaining assets will be distributed among the Members (as that term is defined in the Master Declaration) in the same proportion as their voting power as established in the Master Declaration.

Article 6.
BOARD OF DIRECTORS

Number and Membership

. The affairs of the Association will be managed by a board of directors, which will initially consist of three "Directors." The number of Directors may be changed in accordance with or by the amendment of the Bylaws. A Director must be a Member or the agent of a Member.

Names and Addresses of the Initial Directors

. As of the date of these Articles, the names and addresses of the current Directors, until the selection of their successors, are:

<u>Name</u>	<u>Address</u>
Joseph M. Frank	2000 Northwest Boulevard Coeur d'Alene, ID 83814
Jennifer M. Frank	2000 Northwest Boulevard Coeur d'Alene, ID 83814
Kevin Schneidmiller	2000 Northwest Boulevard Coeur d'Alene, ID 83814

Limitation of Liability

. A Director will not be personally liable to the Association or its Members for monetary damages arising from any conduct as a Director; provided, however, that this limitation on liability will not apply to acts or omissions involving intentional misconduct by the Director or a knowing violation of law by the Director; or any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Director will be eliminated or limited to the fullest extent permitted by such laws, as so amended. Any repeal or modification of the foregoing paragraph by the Members will not adversely affect any right or protection of a Director existing at the time of such repeal or modification.

Article 7.
REGISTERED AGENT

Name and Address

. The registered agent of the Association is Kevin Schneidmiller and the street address of the registered office of the Association is 2000 Northwest Boulevard, Coeur d'Alene, Idaho.

Consent to Serve as Registered Agent

. I, Kevin Schneidmiller, hereby consent to serve as registered agent in the state of Idaho for the Association. I understand that, as registered agent for the Association, it will be my responsibility to

accept service of process on behalf of the Association; to forward all mail to the Association; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the Association.

Date: 1-12-17


KEVIN SCHNEIDMILLER

Article 8.
MEMBERSHIP

Non-stock Corporation

. Participation in management and ownership of the Association is by membership only. The Association will not issue any stock and will not have any shareholders.

Distributions

. The Association does not contemplate the distribution of gains, profits, or dividends to its Members.

Limitation of Payments to Members

. Membership in the Association is appurtenant to and cannot be segregated from ownership of a parcel or parcels within the Project. Except upon dissolution of the Association, a Member will not be entitled to any return of any contribution or other interest in the Association.

Article 9.
INDEMNIFICATION

The Association shall provide any indemnification afforded by the Act and shall indemnify Directors, officers, agents, and employees as follows:

The Association shall indemnify its officers and Directors and advance or reimburse expenses to the full extent required or permitted by the Act now or hereafter in force, whether they are serving the Association or, at its request, any other entity as an officer, director, or in any other capacity; provided that no such indemnity will indemnify any Director from or on account of any acts or omissions of the Director finally adjudged to be intentional misconduct or a knowing violation of law; or any transaction with respect to which it was finally adjudged that such Director personally received a benefit in money, property, or services to which such Director was not legally entitled.

The board of directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses will be made, or such further indemnification agreements as may be permitted by law.

The Association shall indemnify other employees and agents to the extent authorized by the board of directors or the Bylaws and permitted by law, whether the employees and agents are serving the Association or, at its request, any other entity.

The foregoing rights of indemnification will not be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, provision of these Articles, the Bylaws,

or other agreements.

No amendment or repeal of this Article will apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

Article 10.

AMENDMENT OF ARTICLES

These Articles may be amended at any time and in any manner by the vote of at least sixty-seven percent (67%) of the membership of the Association; provided, however, that the percentage of the voting power necessary to amend a specific clause or provision herein will not be less than the percentage of affirmative votes prescribed for action to be taken under said clause or provision; and provided further, that any such amendment cannot be inconsistent with the law.

Article 11.

INCORPORATOR

The name and address of the incorporator of the Association is Joseph M. Frank, 2000 Northwest Boulevard, Coeur d'Alene, Idaho 83814.

For the purpose of forming the Association under the laws of the state of Idaho, the undersigned, being the incorporator of this Association, has executed these Articles of Incorporation on 1-12-17.



JOSEPH M. FRANK