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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
BELLERIVE HOMEOWNER'S ASSOCIATION, INC.
(An Idaho Nonprofit Corporation)**

The undersigned, acting as incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act") as amended, hereby adopts the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is BELLERIVE HOMEOWNER'S ASSOCIATION, INC.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this Corporation is 110 Wallace Avenue, Coeur d'Alene, Idaho. The name of the initial registered agent of this Corporation at that office is John R. Layman.

**ARTICLE III
PURPOSES**

This Corporation is not organized for profit and no part of gains or earnings shall inure to its members. The Corporation is organized for the following purposes:

3.1 To provide for the acquisition, construction, management, operations, administration, maintenance, repair, improvement, preservation, and architectural control of Bellerive, situated in Kootenai County Idaho.

3.2 To engage in any other lawful purpose pursuant to the laws of the State of Idaho and consistent with the foregoing.

**ARTICLE IV
MEMBERS AND MEMBERSHIP**

4.1. Non-Stock Corporation. Participation in management and ownership of the Corporation shall be by Membership only. The Corporation shall issue no stock and shall have no shareholders.

4.2. Membership. The Corporation shall have multiple classes of membership as defined by the Declaration of Covenants, Conditions and Restrictions for Bellerive ("Declaration") and the Bylaws of the Corporation as amended from time to time. All members shall be voting members.

IDAHO SECRETARY OF STATE
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ARTICLE V
ASSESSMENTS

5.1. The Corporation may levy assessments on any or all classes of membership as fully set forth in the Declaration and the Bylaws of the Corporation.

5.2. The Board of Directors is authorized to fix the amount of assessments, from time to time, as fully set forth in the Declaration and Bylaws of the Corporation.

5.3. Assessments shall be payable at such times and intervals, and upon such notice and by such methods as the Board of Directors may prescribe in accordance with the provisions of the Declaration and Bylaws of the Corporation.

5.4. Assessments may be enforceable by civil action and shall be secured by a lien upon the real property to which the membership rights are appurtenant as fully set forth in the Declaration and Bylaws of the Corporation.

ARTICLE VI
BOARD OF DIRECTORS

6.1. Number of Directors. The initial Board of Directors of this Corporation shall consist of three (3) directors. Thereafter, the number of Directors may be increased in accordance with the Bylaws of the Corporation.

6.2. Initial Board of Directors. The names and addresses of the initial Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Marshall R. Chesrown	P.O. Box 3070, Coeur d'Alene, Idaho 83816
George Schillinger	P.O. Box 3070, Coeur d'Alene, Idaho 83816
Chad V. Rountree	P.O. Box 3070, Coeur d'Alene, Idaho 83816

6.3. Director Liability. No director of this Corporation shall be personally liable to this Corporation or its members for monetary damages for conduct as a director, except for liability of a director: (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director; or (ii) for any transaction from which the director has or will personally receive a benefit of money, property or services to which the director is not legally entitled. If the Idaho Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Nonprofit Corporation Act, as so amended. No repeal or modification of this section shall adversely affect any right or protection of any director of this Corporation existing at the time of such repeal or modification.

