

EXHIBIT C

**ARTICLES OF INCORPORATION
OF
WINTERHAVEN CONDOMINIUM ASSOCIATION**

In compliance with the requirements of Idaho Code Chapter 15, Title 55 (Condominium Property Act), and Idaho Code Section 30-3-1 et seq., (Non-Profit Corporations), the under-signed, all of whom are residents of Idaho, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I.
NAME

The name of the corporation is WINTERHAVEN CONDOMINIUM ASSOCIATION, INC., hereafter called the "Association."

ARTICLE II.
PUPOSE & POWERS OF THE ASSOCIATION

This Association is being formed to be the management body for the Winterhaven Condominiums. This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Units and Common Area within that certain tract of property described as Winterhaven Condominiums, Lots 3, 4, 5 & 6, Block 62, Woodside Subdivision, according to the official plat thereof on record in Blaine County, State of Idaho, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Condominium Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of Blaine County Recorder and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

- (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) Borrow money, and with the assent of two-thirds (2/3) of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of members, agreeing to such dedication, sale or transfer;
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of members; and
- (g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE III.
STREET ADDRESS

The street address of the registered office is 170 Labrador Lane, Bellevue, Idaho 83313. The registered agent is James M. Bradley.

ARTICLE IV.
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who, once the initial incorporating Directors no longer serve as Directors, must be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of the successors are:

<u>Name</u>	<u>Address</u>
James M. Bradley	170 Labrador Lane, Bellevue, Idaho 83313
Jeffery Ross	44 Horseshoe Circle, Jerome, Idaho, 83338
Laurie Wolfley	3850 Woodside Blvd., Hailey, Idaho 83333

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect sufficient directors for a term of three years to fill all vacancies.

ARTICLE V.
INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
James M. Bradley	170 Labrador Lane, Bellevue, Idaho 83313

ARTICLE VI.
MAILING ADDRESS

James Bradley, P.O. Box 2722, Hailey, Idaho 83333.

ARTICLE VII.
MEMBERSHIP

The Association does have voting members, which is one vote per Unit. Every person or entity who is a record owner of a fee or undivided fee interest in any Condominium which is subject by covenants of record assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Condominium which is subject to assessment by the Association.

ARTICLE VIII.
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be either dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created, distributed to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes or distributed to its members in accordance with Section 30-3-113 of the Idaho Code.

