



**Department of State.**

**CERTIFICATE OF MERGER OR CONSOLIDATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Consolidation of RIVER RUN PHASE 2-A LOCAL ASSOCIATION, INC. AND RIVER RUN PHASE 2-B LOCAL ASSOCIATION, INC., both Idaho nonprofit corporations, into WATERSIDE CONDOMINIUM HOMEOWNERS ASSOCIATION, INC., duly signed and verified pursuant to the provisions of the Idaho Business 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 consolidation, and attach hereto a duplicate original of the Articles of Consolidation.

Dated June 25, 19 86.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

JUN 18 2 59 PM '86  
ARTICLES OF CONSOLIDATION  
OF RIVER RUN PHASE 2-A LOCAL ASSOCIATION, INC. AND  
RIVER RUN PHASE 2-B LOCAL ASSOCIATION, INC.  
DOMESTIC CORPORATIONS

INTO

WATERSIDE CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.

Pursuant to the provision of Section 30-1-74 of the Idaho Corporations Act, the undersigned corporations, River Run Phase 2-A Local Association, Inc. and River Run Phase 2-B Local Association, Inc., adopt the following Articles of Consolidation for the purpose of consolidating themselves into Waterside Condominium Homeowners Association, Inc., a new corporation:

FIRST: The following Plan of Consolidation was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporations Act:

All outstanding shares of each of the undersigned corporations shall be exchanged for an equal number of shares of Waterside Condominium Homeowners' Association, Inc., on a one for one basis.

The shares of each of the undersigned corporations are hereby cancelled and shares of Waterside Condominium Homeowners Association, Inc. are hereby authorized for issuance in their place.

All assets of each of the undersigned corporations shall become the assets of Waterside Condominium Homeowners Association, Inc.

Waterside Condominium Homeowners Association, Inc. hereby assumes all liabilities of each of the undersigned corporations which liabilities shall become the liabilities of Waterside Condominium Homeowners Association, Inc.

SECOND: Each of the undersigned corporations, has one class of members only. Each member has one vote. The number of members of such class entitled to vote on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Members</u>	<u>Designation of Class</u>	<u>Number of Votes</u>
River Run Phase 2-A Local Association, Inc.	34	Class A Members	36
River Run Phase 2-B Local Association, Inc.	23	Class A Members	26

THIRD: As to each of the undersigned corporations, the total number of members voting for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Members Voting</u>	
	<u>For</u>	<u>Against</u>
River Run Phase 2-A Local Association, Inc.	24	0
River Run Phase 2-B Local Association, Inc.	17	0

FOURTH: The undersigned corporations hereby adopt and approve the following Articles of Incorporation for Waterside Condominium Homeowners Association, Inc.

#### ARTICLE I

##### NAME

The name of the corporation shall be Waterside Condominium Homeowners Association, Inc.

#### ARTICLE II

##### TERM

The period of existence and duration of the life of this corporation shall be perpetual.

#### ARTICLE III

##### NONPROFIT

This corporation shall be a nonprofit, membership corporation.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The location and street address of the initial registered office of this corporation shall be 277 N. 6th St., Suite 200, Boise, Idaho 83702, and KENNETH R. McCLURE is hereby appointed the initial registered agent of the corporation.

ARTICLE V  
PURPOSE AND POWERS OF THE ASSOCIATION

This corporation does not contemplate pecuniary gain or profit to its Members. The specific purpose for which it is formed is to provide for regulations with respect to use and control of the Condominiums which are the principal assets of the corporation; to provide for the maintenance, preservation and replacement of the Local Common Area appurtenant to the condominiums including all Buildings and other improvements located therein and including all personal property located upon the Local Common Area, which is owned by the corporation; to provide property insurance and other insurance as more particularly described in the Phase 2-A and 2-B Supplements to the Declaration of Covenants, Conditions and Restrictions for River Run as filed with the Ada County Recorder (hereafter "Supplements") to promote the health, safety and welfare of the members; and for these purposes to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Phase 2-A and 2-B Associations (which shall hereafter be the duties and obligations of the corporation) as set forth in the

Supplements as the same may be amended and supplemented from time to time as therein provided, said Supplements being incorporated herein as if set forth at length;

(B) Fix, levy, collect and enforce payment by any lawful means, all charges or Local Assessments pursuant to the terms of the Supplements; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges

(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 corporation;

(D) Borrow money with the assent of two-thirds (2/3) of the Members;

(E) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Idaho by law may now or hereafter have or exercise, and have and to exercise any and all powers, rights and privileges given to the Management Body under the Condominium Property Act of the State of Idaho, subject only to limitations contained in the By-Laws and the Supplements and all amendments and supplements thereto.

## ARTICLE VI

### MEMBERSHIP

Every person or entity who is record Owner of a Condominium subject to the Supplements (including contract sellers) shall be a Member of the corporation. 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 the Supplements and all Owners of Condominiums shall automatically be Members of the corporation.

## ARTICLE VII

### VOTING RIGHTS

The corporation shall have one (1) class of voting membership which members shall be designated Class A Members and shall be all Owners of Condominiums and shall be entitled to one (1) vote for each Condominium owned. When more than one person or entity holds an interest in such Condominium, the vote for such Condominium shall be exercised as they so determine, but in no event shall a fractional vote for any such Condominium be cast.

## ARTICLE VIII

### BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board Directors. Such Board shall consist initially of five (5) Directors. On and after July 1, 1986, the Board shall consist

of three (3) Directors. The number of directors may be changed by amendment of the By-Laws of the corporation. Directors need not be Members of the corporation. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successor are:

George Bright  
1975 Wood Duck Ln.  
Boise, Idaho 83706

Margo Simons  
1927 Teal Ln.  
Boise, Idaho 83706

Barbara Erickson  
1993 Wood Duck Ln.  
Boise, Idaho 83706

Tim Skinner  
1936 Teal Ln.  
Boise, Idaho 83706

Jerry Flandro  
1925 Teal Ln.  
Boise, Idaho 83706

#### ARTICLE IX

##### ASSESSMENTS

Each Member shall be liable for the payment of Assessments and Local Assessments as provided for in the Supplements and the River Run Declaration and for the payment and discharge of the liabilities of the corporation, the River Run Homeowners Association, Inc. and the River Run Recreation Association No. 1, Inc., as provided for in the River Run Declaration and the Supplements and as set forth in the By-Laws of the corporation and the other corporations mentioned in this Article IX.

#### ARTICLE X

##### BY-LAWS

The By-Laws of this corporation may be altered, amended or new By-Laws adopted by any regular or any special meeting of the corporation called for that purpose by the affirmative vote of two-thirds (2/3) of the membership; provided, however, such

amendment shall not be effective until the same is recorded in the Ada County Idaho Recorder's Office.

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the corporation and the Members for the payment of Assessments and Local Assessments, the By-Laws may incorporate by reference the provisions of the Supplements.

#### ARTICLE XI

#### DISSOLUTION

Subject to the provisions regarding mortgage protection contained in the Supplements, the corporation may be dissolved with the written assent and signed by not less than seventy-five percent (75%) of the membership. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets shall be allocated among the Members in the same manner as is specified in the Supplements.

#### ARTICLE XII

#### AMENDMENTS

Amendment of these Articles shall require the assent of not less than seventy-five percent (75%) of the Members of the corporation and no amendment which is inconsistent with the provisions of the Supplements shall be valid.

Dated May 12, 1986.



RIVER RUN PHASE 2-A LOCAL  
ASSOCIATION, INC.

By: Jerry Flandro  
Jerry Flandro,  
Its President

Attest: [Signature]  
Secretary

RIVER RUN PHASE 2-B LOCAL  
ASSOCIATION, INC.

By: Barbara E. Erickson  
Barbara Erickson,  
Its President

Attest: [Signature]  
Secretary

I, JERRY FLANDRO, President of River Run Phase 2-A Local Association, Inc., verify and affirm on personal knowledge that the foregoing action was approved by the Directors and members of River Run Phase 2-A Local Homeowners Association, Inc. and the signatures appearing on these Articles of Consolidation on behalf of River Run Phase 2-A Local Association, Inc., were duly authorized in accordance with the Idaho Corporations Act.

Jerry Flandro

STATE OF IDAHO     )  
                              ) ss.  
County of Ada     )

On this 12<sup>th</sup> day of May, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared JERRY FLANDRO, known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Kenneth R. McClune  
Notary Public for Idaho  
Residing at: Borze  
My commission expires: 1988

I, BARBARA ERICKSON, President of River Run Phase 2-B Local Association, Inc., verify and affirm on personal knowledge that the foregoing action was approved by the Directors and members of River Run Phase 2-B Local Homeowners Association, Inc. and the signatures appearing on these Articles of Consolidation on behalf of River Run Phase 2-B Local Association, Inc., were duly authorized in accordance with the Idaho Corporations Act.

Barbara E. Erickson

STATE OF IDAHO     )  
                              ) ss.  
County of Ada     )

On this 12<sup>th</sup> day of May, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared BARBARA ERICKSON, known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hands and affixed my official seal the day and year in this certificate first above written.

Kenneth B. McClune  
Notary Public For Idaho  
Residing at: Borise  
My commission expires: 1988

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NOTARY PUBLIC OF IDAHO

STATE OF IDAHO       )  
                          ) ss.  
County of Ada        )

JERRY FLANDRO, being first duly sworn, deposes and says:

That he is the President of River Run Phase 2-A Local Association, Inc., that he has read the above and foregoing Articles of Consolidation, knows the contents thereof, and believes the facts therein stated to be true and correct to the best of his knowledge and belief.

Jerry Flandro  
JERRY FLANDRO

SUBSCRIBED AND SWORN TO before me this 12th day of  
May, 1986.

[Signature]  
Notary Public For Idaho  
Residing at: Boise, Idaho  
My commission expires: 7/1/1988

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NOTARY STATE

STATE OF IDAHO       )  
                          ) ss.  
County of Ada        )

BARBARA ERICKSON, being first duly sworn, deposes and says:

That she is the President of River Run Phase 2-B Local Association, Inc., that she has read the above and foregoing Articles of Consolidation, knows the contents thereof, and believes the facts therein stated to be true and correct to the best of her knowledge and belief.

Barbara Erickson  
BARBARA ERICKSON

SUBSCRIBED AND SWORN TO before me this 24<sup>th</sup> day of June, 1986.

Laura J. Draper  
Notary Public For Idaho  
Residing at: Boise  
My commission expires: 11-2-86