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ARTICLES OF AMENDMENT
OF
AVERY ESTATES CONDOMINIUM OWNERS' ASSOCIATION, INC. SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL PERSONS BY THESE PRESENTS that the Directors and Members of Avery Estates Condominium Owners' Association, Inc. ("Association"), pursuant to Idaho Code 30-3-90, 30-3-91 and 30-3-93, hereby certify and adopt, in duplicate, the following Articles of Amendment to the Association's Articles of Incorporation.

1. Article 1 of the Association's Articles of Amendment is hereby amended to read as follows:

"The name of the corporation is AVERY ESTATES TOWNHOME OWNERS' ASSOCIATION, INC. (hereinafter the "Association").

2. Article 4 of the Association's Articles of Amendment is hereby amended to read as follows:

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

4.2. Membership. The Owner of a Lot in Avery Estates Townhomes, a planned unit development located in Hayden, Idaho, and any additions thereto (hereinafter the "Project") shall automatically, upon becoming an Owner of a Lot located in the Project, become a Member of the Association. The Member shall remain a Member thereof until such time as the ownership ceases for any reason set forth in the Development Documents or Idaho law.

4.3. Transferred Membership. Membership in the Association shall not be transferred, pledged, or alienated in any way, except upon the transfer of ownership of the Lot to which it is appurtenant in the Project, and then only to the new owner thereof. Any attempt to make a prohibited transfer is void. In the event that the Owner of any Lot should fail or refuse to transfer the membership registered in his/her name to the purchaser of his/her Lot, the Association shall have the right and authority to transfer the subject membership to the purchaser and to record the transfer upon the Association books; thereupon rendering the old membership outstanding in the name of the seller null and void.

4.4. Classes of Membership. The Association shall have multiple classes of voting membership established according to the following provisions:

(a) Class "A" Membership. Class "A" membership shall be held by each Owner of a Lot in the Project, other than Avery Estates, LLC or Avery Estates Homeowners' Association, Inc. (hereinafter collectively referred to as the "Declarant"). Each Class "A" Member shall be a nonvoting Member during the Declarant's Control Period, unless granted a vote by the Board for a specific membership issue. Following the end of the Declarant's Control Period, each Class "A" Member shall be entitled to one (1) vote for each Lot owned

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on all Association matters requiring a vote of the membership. If a Lot is owned by more than one Person, each such Person shall be considered a Member of the Association, but there shall be no more than one (1) vote for each such Lot. Multiple Owners shall have joint rights and obligations.

(b) Class "B" Membership. Class "B" membership shall be the membership held by the Declarant (or Declarant's Designated Successors). Each Class "B" Member shall be entitled to one (1) vote for each Lot owned. Class "B" Members shall also be entitled to one (1) vote for the portion of the Project approved by the Governing Agency where the Project is located but not yet platted. A Designated Successor shall also be a successor to the ownership of this entire undeveloped Project as officially designated in writing by the Declarant. The Declarant's Control Period shall continue until the Class "B" membership no longer exists, upon the complete conversion of Class "B" membership to Class "A" membership, or on the thirtieth (30th) anniversary of the recordation of the Declaration, whichever shall occur first. Class "B" Members shall have the sole right and authority to convert to Class "A" membership at any time, which shall completely occur when 75% of the Lots are decided to Owners besides Declarant, or on the thirtieth (30th) anniversary of the recordation of the Declaration whichever is earlier.

(c) Additional Classes of Membership. If the Association desires to add additional classes of membership, it may do so in accordance with the requirements of Idaho law and the Development Documents. Nothing in these Articles shall prohibit the institution of additional classes of membership.

4.5. Voting Requirements. Except as is otherwise expressly provided in the Development Documents, any action requiring the approval of the membership of the Association must have the approval of a majority of a quorum of the Members.

4.6. Limitation of Payment to Dissenting Member. Membership in the Association is appurtenant to and cannot be segregated from ownership of a Lot within the jurisdiction of the Association. Except upon dissolution of the Association and then only in accordance with the Development Documents, a dissenting Member shall not be entitled to any return of any contribution or other interest in the Corporation."

3. Article 6 of the Association's Articles of Incorporation is hereby amended to read as follows:

"The Board of Directors (the "Board") shall manage the affairs of the Association. The initial Board shall consist of 3 Directors, but may be converted to a larger number in accordance with the requirements of the Development Documents following the end of the Declarant's Control Period. However, until such an expansion takes place, there is no requirement that the Directors be Members. After expansion of the Board, all Directors must be Members of the Association.

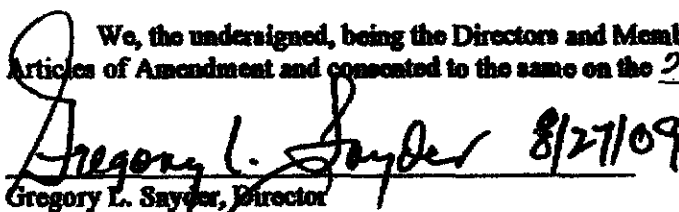
The names and addresses of the initial Directors are:


	<u>NAME</u>	<u>ADDRESS</u>
1.	Gregory L. Snyder	1717 East Bruce Road Hayden, Idaho 83835
2.	Ted Hansen	3604 West Vela Post Falls, Idaho 83854
3.	Jeffrey Snyder	2975 W. Thorndale Loop Coeur d'Alene, Idaho 83815"
4.	Article 9 is hereby amended to read as follows:	

"These Articles shall only be amended by the affirmative vote or written consent of at least 2/3 of the Members. Annexation of additional properties, mergers and consolidations, mortgaging of Common Areas, dissolution and amendment of the Articles require prior approval of the United States Department of Housing and Urban Development ("HUD") as long as there is Class "B" membership."

All other terms and provisions contained in the Association's Articles of Incorporation shall remain in full force and effect except those which are amended herein. Pursuant to the Articles of Incorporation, only Declarant, the holder of the Class "B" membership and 16 out of 16 votes, is entitled to vote on the adoption of these Articles of Amendment as a Member. Declarant, by signing below, hereby fully consents to the adoption of these Articles of Amendment.

We, the undersigned, being the Directors and Members of the Association, have executed these Articles of Amendment and consented to the same on the 27th day of August, 2009.


Gregory L. Snyder, Director


Ted Hansen, Director


Jeffrey Snyder, Director

Members:

AVERY ESTATES, LLC

Gregory L. Snyder 8/27/09
Gregory L. Snyder, Managing Member

AVERY ESTATES HOMEBOWNERS' ASSOCIATION, INC.

Gregory L. Snyder 8/27/09
Gregory L. Snyder, President