

FILED EFFECTIVE

2009 JAN 27 AM 11:41
SECRETARY OF STATE
STATE OF IDAHO

**2008 AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BLACKHAWK LAKE PROPERTY OWNER'S ASSOCIATION, INC.**

Idaho Organizational ID / Filing Number: C159455

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, for the purpose of amending and restating the Articles of Incorporation for Blackhawk Lake Property Owner's Association, Inc., a nonprofit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, does hereby certify, declare that the Members have adopted the following Amended and Restated Articles of Incorporation:

ARTICLE 1. NAME

The name of the corporation shall be **BLACKHAWK LAKE PROPERTY OWNER'S ASSOCIATION, INC.** (hereinafter, the "Corporation").

ARTICLE 2. TERM

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

ARTICLE 3. NONPROFIT

This Corporation shall be a nonprofit, membership corporation.

ARTICLE 4. REGISTERED AGENT AND MAILING ADDRESS

The location and street address of the registered office of this Corporation shall be 5537 N. Glenwood, Garden City, Idaho 83714, and Advantage Idaho Inc. is hereby appointed the initial registered agent of the Corporation. The mailing address for the Corporation shall be 5537 N. Glenwood, Garden City, Idaho 83714.

ARTICLE 5. PURPOSE AND POWERS OF THE ASSOCIATION

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which the Corporation is formed are to provide for certain regulations for the use and architectural control of the Lots and Common Areas located in Blackhawk Lake according to the plats thereof recorded, or to be recorded, in the official records of Valley County, Idaho (the "Development"), which Development is

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encumbered by: 2008 Amended and Restated Blackhawk Lake Estates Declaration of Covenants, Conditions and Restrictions, recorded January 16, 2009 in Valley County, Idaho as Instrument No. 338125, as the same may be amended from time to time (the "Declaration"); and to promote the health, safety and welfare of the residents within the planned development; and for this purpose to:

- (A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration as amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length; and
- (B) Have and exercise any and all powers, rights and privileges which a corporation organized under the Idaho Nonprofit Corporation Act may by law now or hereafter have or exercise, subject only to limitations' contained in the Bylaws and the Declaration and the amendments and supplements thereto.

ARTICLE 6. MEMBERSHIP

Each person or entity holding fee simple interest of record to a Lot and other real property which is a part of the Development, and sellers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Building Site located in the planned development.

ARTICLE 7. VOTING RIGHTS

Members shall be Owners of Building Sites within the planned development. Members shall be entitled to one (1) vote for each single-family residential Building Site owned by such Members.

ARTICLE 8. BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of not less than three (3) nor more than seven (7) Directors, who need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Corporation, but in no event shall the number be less than three (3). The names and addresses of the persons who currently act in the capacity of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
John Corbett	P. O. Box 510512, Melbourne Beach, Florida, 32915
Bob Peterson	2597 Highway 201, Nyssa, Oregon, 97913
Mike McQuire	1740 Las Canos Road, Santa Barbara, California, 93105
Joe Klobucher	120 Mariah Court, McCall, Idaho, 83638
Troy Smith	2533 Plateau, Boise, Idaho, 83712

Jim Durst

9290 W. Bay Stream Court, Garden City, Idaho, 83714

Clint Esshelman

3321 N. Lena, Boise, Idaho, 83713

ARTICLE 9. ASSESSMENTS

Each Member shall be liable for the payment of assessments provided for in the Declaration and as otherwise set forth in the Bylaws of the Corporation.

ARTICLE 10. DISSOLUTION

The Corporation may be dissolved at any regular meeting, or any special meeting of the Corporation called for that purpose, by the affirmative votes of not less than three-fourths (3/4) of the Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the real property and other assets of the Corporation, if any, shall be: (i) dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created; or (ii) granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes; or (iii) distributed to the Owners of Building Sites to be held by them as tenants in common in proportion to the number of Building Sites within the planned development.

ARTICLE 11. AMENDMENTS

These Articles of Incorporation may be modified or amended with the affirmative vote of the Owners of sixty-five percent (65 %) of Lots within the Subdivision who are present at a meeting at which a quorum is established, in person or by proxy and entitled to vote on such matter. Such modification or amendment shall be immediately effective upon filing the same with the Secretary of State and recording a proper instrument in writing, executed and acknowledged by the Board in the office of the Recorder of Valley County, Idaho. No amendment which is inconsistent with the provisions of the Declaration shall be valid.

ARTICLE 12. MEANING OF TERMS

Except as otherwise defined herein, all terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration including, without limitation, "Association," "Board," "Building Site," "Bylaws," "Common Area," "Member," "Owner," and "Property."

ARTICLE 13. INCORPORATOR

The Corporation was previously established pursuant to Articles of Incorporation dated March 18, 2005. The President of the Corporation, John Corbett, is signing these 2008 Amended and Restated Articles of Incorporation based upon approval of the Members.

These 2008 Amended and Restated Articles of Incorporation were approved at a meeting of the Members of the Blackhawk Lake Property Owner's Association held October 15, 2008, and shall supersede and replace any prior Articles of Incorporation for the Corporation. 49 Members voted, with 40 Members voting to approve, and 3 voting to deny approval. There are a total of 61 Members in the Subdivision, resulting in a total percentage of Members voting to approve of 76.7 %.

IN WITNESS WHEREOF, these 2008 Amended and Restated Articles of Incorporation are hereby amended as aforesaid.

**BLACKHAWK LAKE PROPERTY OWNERS
ASSOCIATION, INC.**

By: [Signature]
JOHN CORBETT, President

STATE OF IDAHO,)
) ss.
County of Valley.)

On this 22nd day of December, 2008, before me, Debra Martens, a Notary Public in and for said State, personally appeared John Corbett, known or identified to me to be the President of Blackhawk Lake Property Owner's Association, Inc. that executed the aforesaid document, and acknowledged to me that the said corporation did execute 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.



[Signature]
NOTARY PUBLIC FOR IDAHO
My Commission Expires: 6/1/2014