

# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

#### **CRYSTAL ESTATES HOMEOWNERS ASSOCIATION, INC.**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **third** day of **March** 1977 , original articles of amendment, as provided by Sections **30-146 and 30-147, Idaho Code, Amended Articles of Incorporation**

and that the said articles of amendment contain the statement of facts required by law, and are ~~will be~~ recorded on ~~film~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **3rd** day of **March** , A. D., 19 **77** .

Secretary of State

AMENDED  
ARTICLES OF INCORPORATION  
OF  
CRYSTAL ESTATES HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, pursuant to Thirty (30) days' notice given in the manner provided in subdivision 4 of Section 30-133, Idaho Code, being the holder of each class of shares so affected by the amendments, and the amendments having been adopted by a vote of two-thirds (2/3) of the shares of each class at a meeting of said shareholders having approved the amendment of Articles X, XII, and XIV, do hereby certify that the Amended Articles of Incorporation are as follows:

ARTICLE I

The name of this Corporation shall be CRYSTAL ESTATES HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The registered office of this Corporation shall be located at 2103 Colorado Avenue, Boise, Ada County, Idaho.

ARTICLE III

The Corporation is organized not for pecuniary gain or profit but for the specific purpose to provide for the maintenance, preservation and architectural control of the residential lots and dwellings thereon and the ownership, maintenance, preservation, and control of the common area within that certain tract of land located in Ada County, Idaho, more particularly described as follows:

Lots 7 through and including 18, Block 9, and  
Lots 9 through and including 18, Block 10, Rosedale,  
Gallaher's Subdivision, second filing, according to  
the official plat thereof filed in Book 2 of Plats  
at page 56, records of Ada County, Idaho, which has  
been resubdivided and is now described as Crystal  
Estates according to the official plat thereof  
filed in Book 31 of Plats at page 1899, records  
of Ada County, 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 Corporation, 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 that certain Declaration of Covenants, Conditions, Restrictions and Easements, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the County Recorder of Ada County, Idaho, and as the same may be amended from time to time as therein provided, said Declaration being attached to these Articles, marked "Exhibit A" and incorporated herein as if set out in full;

(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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation.

(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, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of the Corporation's 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 of the Corporation. Provided, however, that no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class 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 each class of members.

(g) have and to exercise any and all powers, rights and privileges which a corporation organized as a non-profit corporation under and pursuant to the laws of the State of Idaho may or hereafter have or exercise.

#### ARTICLE IV

Notwithstanding any other provision of these Amended Articles of Incorporation, in the event this corporation is deemed to be exempt from taxes by reason of any provision of the Internal Revenue Code, this corporation shall not carry on any activities not permitted to be carried on by the provisions of the Internal Revenue Code relating to and pursuant to which such tax exemption is granted.

#### ARTICLE V

This Corporation shall have perpetual existence.

#### ARTICLE VI

The Association shall have two classes of voting membership;

CLASS A: Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

CLASS B: Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on January 1, 19 77.

#### ARTICLE VII

The number of Directors of the corporation shall not be less than three (3) nor more than nine (9), who need not be a member of the Corporation, and the number, qualifications, and terms of office, manner of election, time and place of calling meetings, and powers and duties of the Directors, shall be prescribed in the By-Laws of the Corporation. The Board of Directors shall have the power to conduct all of the affairs of this Corporation.

#### ARTICLE VIII

The officers of this Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors shall deem necessary. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices.

ARTICLE IX

An annual meeting of the membership of the Corporation shall be held upon a date provided for in the By-Laws of the Corporation.

ARTICLE X

As long as there is a Class B membership the following actions will require the prior approval of the Federal Housing Administration or the Veteran's Administration; annexation of additional properties, mergers and consolidations, mortgaging of the Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XI

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

These Amended Articles of Incorporation may be amended by seventy-five (75) percent majority vote of each class of members eligible to vote who are present at any regularly called meeting of the Corporation, provided that the substance of the proposed amendment has been submitted with one of the notices for the meeting.

ARTICLE XIII

So long as there exist any mortgage or deed of trust, not

subordinate to any other mortgage or deed of trust, constituting a lien (encumbrance) against all or any portion of the real property described in Article III of these Amended Articles of Incorporation, the holder(s) of such mortgage(s) or deed(s) of trust shall be provided thirty (30) days' written notice of the following before such become effective: (1) any change or amendments in or to these Amended Articles of Incorporation, the By-Laws of the Corporation, the Declaration of Covenants, Conditions, Restrictions and Easements relating to the real property described in Article III of these Amended Articles of Incorporation, or a Voting Trust Agreement relating to the Corporation; (2) any change of manager (not including change in employees of corporate manager) of the real property described in Article III of these Amended Articles of Incorporation; and (3) any default by an owner of any lots contained in the real property described in Article III of these Amended Articles of Incorporation of any obligation imposed by the Declaration of Covenants, Conditions, Restrictions and Easements covering said real property.

#### ARTICLE XIV

The names and post office addresses of the incorporators of the Corporation are as follows:

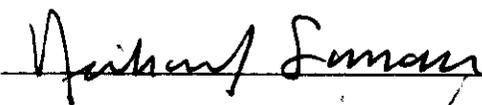
<u>Name</u>	<u>Post Office Address</u>
Wayne Moore	790 S. Curtis Road, Boise, Idaho
Carolyn Moore	790 S. Curtis Road, Boise, Idaho
M. J. Flaherty	4929 NE 93rd Street, Seattle, Washington

#### ARTICLE XV

Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any

corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon, or in reference to, such contract or transactions, and notwithstanding his or their participation in such action; if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, and in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

IN WITNESS WHEREOF, the parties have hereunto set their hands and caused these Amended Articles of Incorporation to be executed in triplicate this 16th day of November, 1976.

  
\_\_\_\_\_  
  
\_\_\_\_\_  
  
\_\_\_\_\_

STATE OF WASHINGTON )  
 : ss.  
COUNTY OF KING )

On this 16th day of November, 1976, before me the undersigned, a Notary Public in and for said county and state, personally appeared Richard Loman and Ronald A. Johnson, known to me to be the President and Secretary, respectively, of CRYSTAL ESTATES HOMEOWNERS ASSOCIATION, INC., and acknowledged to me that they executed the foregoing instrument on behalf of said corporation, and swore to the contents thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first hereinabove set forth.

Katherine M. Dickman  
Notary Public for ~~Idaho~~ Washington  
Residing at ~~Boise, Idaho~~ Seattle, Washington

STATE OF IDAHO )  
 : ss.  
COUNTY OF ADA )

On this 16th day of November, 1976, before me the undersigned, a Notary Public in and for said county and state, personally appeared ANDREW G. WILSON, II, known to me to be the corporate counsel for CRYSTAL ESTATES HOMEOWNERS ASSOCIATION, INC., and acknowledged to me that he executed the foregoing instrument on behalf of said corporation, and swore to the contents thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first hereinabove set forth.

Cheri McCullough  
Notary Public for Idaho  
Residing at Boise, Idaho