



## ARTICLES OF AMENDMENT (Non-profit)

To the Secretary of State of the State of Idaho  
Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned  
non-profit corporation amends its articles of incorporation as  
follows:

1. The name of the corporation is: LAKE SAN., SOUCI PROPERTY OWNERS ASSOCIATION, INC.

2. The text of each amendment is as follows:

See attached Exhibit "A" incorporated herein by reference.

3. The date of adoption of the amendment(s) was: May 15th, 2002

4. Manner of adoption (check one):

- ☐ Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)
- a. The number of directors entitled to vote was: \_\_\_\_\_
- b. The number of directors that voted for each amendment was: \_\_\_\_\_
- c. The number of directors that voted against each amendment was: \_\_\_\_\_

- ☒ The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was, therefore adopted by the members. (Please fill spaces below)

a. The number of members entitled to vote  
was: 214

b. The number of members that voted for each  
amendment was: 145

c. The number of members that voted against  
each amendment was: 0

Dated: May 17th, 2002

Signature: Charles A. Thompson

Typed Name: Charles A. Thompson

Capacity: President

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised 1/2001

IDAHO SECRETARY OF STATE  
05/20/2002 05:00  
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MAY 20 AM 9:20  
SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
LAKE SAN SOUCI PROPERTY OWNERS ASSOCIATION, INC.**

Lake San Souci Property Owners Association, Inc.

1. The undersigned certify that they constitute a least a majority of the Board of Directors of the Lake Sans Souci Property Owners Association, Inc., and that the adoption of these Articles of Amendment was lawfully approved by the vote of its Class A members as follows:

Total Class A Members: 214  
Total Class A votes: 214  
Total Class A votes for amendment: 145  
Total Class A votes against amendment: 0

2. Pursuant to the Article of Incorporation, the Developer's former status as a Class B Member has expired and the Developer is a Class A Member.

3. Pursuant to Section 30-3-93 of the Idaho Nonprofit Corporation Act, the Lake San Souci Property Owners Association, Inc., an Idaho nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLES OF INCORPORATION  
OF  
LAKE SAN SOUCI PROPERTY OWNERS ASSOCIATION, INC.**

Blanchard, Idaho

WE, the undersigned persons of lawful age, for the purpose of forming a nonprofit corporation under and pursuant to the provisions of Chapter 3, Title 30, of the Idaho Code, adopt the following Articles of Incorporation:

**ARTICLE ONE – NAME AND PRINCIPAL OFFICE**

The name of this corporation is: LAKE SAN SOUCI PROPERTY OWNERS ASSOCIATION, INC. The principal office is located at 364 Stoneridge Road, Blanchard, Idaho 83804.

## ARTICLE TWO – REGISTERED AGENT AND OFFICE

The name of the registered agent of the corporation is Larry Cunningham. The street address of the registered office, which is also the office of the registered agent is 364 Stoneridge Road, Blanchard, Idaho 83804.

## ARTICLE THREE – DURATION

This corporation shall exist perpetually.

## ARTICLE FOUR – TYPE OF CORPORATION

The corporation is a nonprofit property owner's association.

## ARTICLE FIVE – AUTHORIZATION

The corporation is organized pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30 of the Idaho Code.

## ARTICLE SIX – PURPOSES AND POWERS

The purposes for which the corporation is organized are to maintain and administer the common areas; collect and disburse any and all assessments and charges provided for in the Declaration of Covenants, Conditions and Restrictions; administer, enforce, and carry out the terms of the Declaration of Covenants, Conditions and Restrictions; and, generally providing for and promoting the health, safety, and welfare of the corporation members.

In carrying out the purposes of the corporation, the corporation shall have all of the powers conferred upon it by these Articles of Incorporation, Bylaws, Declaration of Covenants, Conditions and Restrictions, and all powers expressly allowed by law necessary and convenient for the accomplishment of any of its purposes.

## ARTICLE SEVEN – NONSTOCK CORPORATION

The corporation is nonstock, and no dividends or pecuniary profits will be declared or paid to the members of the corporation.

## ARTICLE EIGHT - MEMBERSHIP

1. Membership. Every Owner shall be a Class A Member of the corporation. Membership in the corporation shall be mandatory, shall be appurtenant to the Lot in which the Owner has the necessary interest, and shall

not be separated from the Lot to which it appertains. Neither the issuance nor the holding of shares of stock shall be necessary to evidence membership in the corporation.

2. Voting Rights. The corporation shall have the following-described classes of voting membership:

Class A. Class A Members shall be all Owners of Lots. Class A Members shall be entitled to one (1) vote for each Lot in which the interest required for membership in the corporation is held.

Class B. Pursuant to the Articles of Incorporation filed May 9<sup>th</sup>, 1979, the Developer's former status as a Class B Member has expired and there are no Class B Members.

3. Multiple Ownership Interests. In the event there is more than one Owner of a particular Lot, the vote relating to such Lot shall be exercised as such Owners may determine among themselves. A vote cast at any corporation meeting by any of such Owners shall be conclusively presumed to be the vote attributable to the Lot concerned unless an objection is immediately made by another Owner of the same Lot. In the event such an objection is made, the vote involved shall not be counted for any purpose whatsoever other than to determine whether a quorum exists. With respect to Lots upon which a condominium is constructed, the Owner's Association of the condominium shall cast the votes attributable to such Lots.

4. Membership List. The corporation shall maintain up-to-date records showing the name of each person who is a member, the address of such person, and the Lot to which the membership of such person is appurtenant. In the event of any transfer of a fee or undivided fee interest in a Lot either the transferor or transferee shall furnish the corporation with evidence establishing that the transfer has occurred and that the Deed or other instrument accomplishing the transfer is of record in the office of the County Recorder of Bonner County, Idaho. The corporation may for all purposes act and rely on the information concerning members and Lot ownership which is thus acquire by it or, at its option, the corporation may act and rely on current ownership information respecting any Lot or Lots which is obtained from the office of the County Recorder of Bonner County, Idaho.

## ARTICLE NINE – MEMBERS MEETING

1. Annual Meeting. The annual meeting of the members shall be held on the first Saturday in June of each succeeding year. The time of the meeting shall be 7:00 p.m. If the day fixed for the annual meeting falls on a legal holiday in the State of Idaho, such meeting shall be held on the next succeeding day. The purpose of the annual meeting shall be the election of Directors and the

transaction of such other business as may come before the members. If election of Directors is not held on the day designated herein for an annual meeting, the Board of Directors shall cause such election to be held at a special meeting of the members as soon thereafter as is convenient.

2. Special Meetings. A special meeting of the members for any purpose or purposes may be called by the President, by the Secretary, by the Board of Directors, or by Class A Members who would collectively be entitled to cast not less than twenty percent (20%) of the total Class A membership voting interest then outstanding.

3. Place of Meeting. The Board of Directors may designate any place within Bonner County, Idaho, as the place for any annual meeting or for any special meeting called by the Board. If no designation is made, the place of meeting shall be the principal office of the corporation.

4. Notice. Written or printed notice stating the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given to all members by the Secretary at least ten (10) but not more than thirty-five (35) days prior to the meeting date. Such notice shall be deemed to have been properly furnished if mailed postage prepaid within the required time period to the person who appears as a member, at the latest address for such person appearing, in the records of the corporation at the time of mailing.

5. Quorum. Except as otherwise provided in these Articles, the Bylaws, or by law, those members present in person and/or by proxy shall constitute a quorum at any meeting of the members.

6. Proxies. Every member entitled to vote at a meeting of the membership, regular or special, may appear, vote, and exercise any other rights pertinent to membership either in person or by his or her duly authorized agent appointed by a proxy duly executed and filed with the secretary of the corporation. Any explicit directions in the instrument shall govern with respect to the casting of votes under the proxy and in the absence of such direction, the person designated to act under the proxy shall cast the vote by proxy in the the manner he or she sees fit. A proxy shall not be valid for more than six (6) months from the date of its execution. Any proxy is suspended when the member executing the proxy is present at the meeting of the membership. At each meeting of the membership, regular or special, and before the commencement of any vote, all proxies filed at or before the meeting shall be submitted to and examined by the secretary of the corporation, and no member's interest may be represented or voted under a proxy that is found by the secretary of the corporation to be invalid or irregular (in the sole discretion of the secretary of the corporation). Each proxy filed with the secretary of the corporation prior to a meeting shall be examined by the secretary of the corporation as promptly as possible after filing, and, if apparent irregularity or invalidity is determined (in the

sole discretion of the secretary of the corporation), the secretary of the corporation shall notify the member executing the proxy of such apparent invalidity or irregularity before such meeting if time permits.

7. Cumulative Voting. At each election for Directors, the votes may be accumulated by the member or members entitled to vote at such election by giving one candidate as many votes as the number of Directors to be elected multiplied by the number of votes attributed to a Lot, or by distributing such votes among any number of candidates. A plurality shall be sufficient for the election of a candidate.

8. Necessary Vote. Except as concerns the election of Directors and except with respect to those proposals which under these Articles, the Bylaws, or by law require a greater proportion for adoption, the affirmative vote of a majority of all votes which members present in person and/or by proxy are entitled to cast at a meeting shall be sufficient for the adoption of any matter voted on by the members.

#### ARTICLE TEN – LIMITATION ON MEMBER LIABILITY

The private property of the members of this corporation shall not be liable for its corporate debts.

#### ARTICLE ELEVEN – DIRECTORS

The corporation shall be managed by a Board of Directors composed of nine (9) individuals. Any change in the number of Directors may be made only by amendment of these Articles.

The most recently elected or appointed members of the Board of Directors are the following persons and each hold the office indicated opposite their name:

|    | <u>Director Name</u>  | <u>Office</u>  |
|----|-----------------------|----------------|
| 1. | Charles A. Thompson   | President      |
| 2. | D. Russell Minnick    | Vice-President |
| 3. | Jerry Littlemore, Sr. | Secretary      |
| 4. | Gail S. Weaver        | Treasure       |
| 5. | Larry A. Cunningham   |                |
| 6. | Danuel R. Stanger     |                |
| 7. | Dorothy Tompkins      |                |
| 8. | Harold W. Pinkham     |                |
| 9. | Dean A. Allara        |                |

Any Director who fails on three successive occasions to attend a Board meeting (whether regular or special) or who has failed to attend at least 25% of all Board

meetings (whether regular or special) held during any twelve month period shall automatically forfeit his or her seat on the Board. In all cases of vacancy on the Board (either by resignation, removal or forfeiture) the remaining Board members shall elect a replacement to sit on the Board until the expiration of the term for which the member being replaced was elected. Unless he or she forfeits or otherwise loses his or her seat on the Board as herein provided, a Director shall serve on the Board until his or her successor is elected.

## ARTICLE TWELVE – ELECTION OF DIRECTORS

Directors shall be elected by a majority vote of the members who attend and vote in person and/or by proxy at the annual meeting.

Directors shall serve staggered three-year terms such that only three (3) Directors shall be elected in any year. Except that in the absence of annual meetings of the members and elections for Directors for a period of three years or more for any reason, at an annual meeting of the members thereafter, Directors shall be elected such that the initial three (3) Directors elected shall serve a full term of three (3) years; the second three (3) Directors elected shall serve a partial term of two (2) years; and the final three (3) Directors elected shall serve a partial term of one (1) year.

## ARTICLE THIRTEEN – CORPORATE OFFICERS AND THEIR FUNCTION

The general officers of the corporation shall be president, vice-president, secretary, and treasurer. One person may hold two (2) or more offices, except that one person may not hold the office of president while holding any other office.

The president shall be the principal executive officer of the corporation. The primary duties of the president shall be to preside at all meetings of the members and the Board of Directors and to have general supervision of the affairs of the corporation. The president shall, in general, have all powers and duties incident to the office of president and such other powers and duties as may from time to time be prescribed by the Board of Directors.

The primary duties of the vice-president shall be to perform all the duties of the president in the absence of the president or in the event of his death, inability, or refusal to act as directed by the Board of Directors. The vice-president shall perform such duties as may from time to time be assigned by the president or by the Board of Directors.

The primary duties of the secretary shall be to keep or cause to be kept a book of minutes of all meetings of the members and of the Board of Directors; see that all notices are given in accordance with the provisions of these Articles, Bylaws, the Declaration of Covenants, Conditions and Restrictions, and the law;

maintain the membership list and, in general, shall perform all duties incident to the office of secretary and such other duties as may from time to time be assigned by the president or by the Board of Directors.

The primary duties of the treasurer shall be to keep custody of and be responsible for all funds of the corporation; receive and give receipts for money due and payable to the corporation; deposit all such money in the name of the corporation in such banks, trust companies, or other depositories as are selected by the Board of Directors; perform all accounting, financial record keeping, and similar services which may be necessary or desirable in connection with the corporation's affairs; and, in general, shall perform all duties incident to the office of treasurer and such other duties as may from time to time be assigned by the president or by the Board of Directors.

The Board of Directors may provide for the appointment of additional officers as they may deem in the best interest of the corporation.

The officers shall perform additional or different duties as from time to time are imposed or required by the Board of Directors, or as may be prescribed from time to time by the Bylaws.

#### ARTICLE FOURTEEN – ELECTION OF OFFICERS

The officers shall be elected by a majority vote of the duly elected directors of the corporation.

#### ARTICLE FIFTEEN – BYLAWS

The Board of Directors may adopt, amend, and repeal Bylaws or resolutions upon a majority vote of the Board of Directors for the regulation and management of the affairs of the corporation not inconsistent with these Articles.

#### ARTICLE SIXTEEN – DISTRIBUTION ON DISSOLUTION

In the event of dissolution of the corporation, or in the event it shall cease to carry out the purposes set forth in ARTICLE SIX – PURPOSES AND POWERS, all the business, property, and assets of the corporation shall be distributed to an organization or organizations organized and operated exclusively for nonprofit and tax exempt purposes as recognized under Section 501(c)(3) of the Internal Revenue Code. This would include distribution into a properly organized nonprofit property owner's association.



## ARTICLE SEVENTEEN – AMENDMENTS

Any amendment to these Articles shall require the affirmative vote of at least two-thirds (2/3) of all Class A membership votes which members present in person and/or by proxy are entitled to cast at a meeting duly called for such purposes. Written notice setting forth the purpose of the meeting and the substance of the amendment proposed shall be sent to all members at least ten (10) but not more than thirty-five (35) days prior to the meeting date. In no event shall a quorum be less than twenty-five percent (25%) of all Class A membership. No such subsequent meeting shall be held more than forty-five (45) days following the immediately preceding meeting. Any amendment authorized pursuant to this Section shall be accomplished through the filing with the office of the Secretary of State of Idaho of appropriate articles of amendment, and, if the Class B membership then exists, executed by the Developer.

[illegible]

EXECUTED this \_\_\_\_\_ day of \_\_\_\_\_, 2002.

\_\_\_\_\_  
Larry A. Cunningham

\_\_\_\_\_  
Charles A. Thompson

\_\_\_\_\_  
Danual R. Stanger

\_\_\_\_\_  
D. Russell Minnich

\_\_\_\_\_  
Dorothy Tompkins

\_\_\_\_\_  
Harold W. Pinkham

\_\_\_\_\_  
Gail S. Weaver

\_\_\_\_\_  
Jerry Littlemore, Sr.

\_\_\_\_\_  
Dean A. Allara

STATE OF IDAHO       )  
                                  ) ss.  
County of Kootenai    )

On this \_\_\_\_ day of \_\_\_\_\_, 2002, before me personally appeared the undersigned, known to me to be the persons whose names are subscribed to the foregoing document, and acknowledged to me that they voluntarily 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.

(SEAL)

\_\_\_\_\_  
Notary Public for Idaho  
Residing at \_\_\_\_\_  
My Commission Expires \_\_\_\_\_

Executed this 17 day of May 2002.

  
Larry A. Cunningham

  
Charles A. Thompson

\_\_\_\_\_  
Danuel R. Stanger

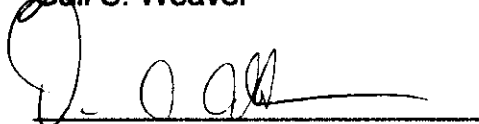
\_\_\_\_\_  
D. Russell Minnick

  
Dorothy Tompkins

  
Harold W. Pinkham

  
Gail S. Weaver

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Jerry Littlemore, Jr.

  
Dean A. Allara