

SECOND AMENDMENT TO ARTICLES OF INCORPORATION
OF
SPARROWHAWK BUSINESS OWNERS ASSOCIATION, INC.

FILED EFFECTIVE
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SECRETARY OF STATE
STATE OF IDAHO

This Second Amendment to Articles of Incorporation of Sparrowhawk Business Owners Association, Inc. (this "Second Amendment") is made as of the 19 day of MARCH, 2014, by Sparrowhawk Business Owners Association, Inc., an Idaho nonprofit corporation (the "Association"), after obtaining the approval of the requisite number of members of the Association in accordance with Article XIII of the Articles of Incorporation of the Association.

RECITALS

A. On September 12, 2006, those certain Articles of Incorporation of the Association were filed of record with the office of the Secretary of State of the State of Idaho. On September 17, 2007, Articles of Amendment were filed with the office of the Secretary of State of the State of Idaho. The Articles of Incorporation, as amended, are referred to herein as the "Articles".

B. As they presently exist, the Articles are inadvertently overly broad in their description of the purpose and powers of the Association, and should not have included any purpose or powers in excess of those required for the Association to fulfill the common area maintenance obligations transferred to the Association under Section 5.1(b)(1) of the Declaration (hereinafter defined).

C. In no event should the Articles have included any purpose or power (or any associated obligation) for the Association to manage the Common Area (as such term is defined in the Declaration) or any other part of the Development (hereinafter defined); the responsibility for such management and operation of the Common Area and the Development being the obligation of the Owners (as such term is defined in the Declaration) of property within the Development.

D. There are no longer classes of membership in the Association.

E. The Articles are hereby amended to clarify the purpose and powers of the Association and to remove references to membership classes from Article XIII, as more specifically set forth below.

NOW, THEREFORE, the Articles are hereby amended in the following respects:

1. Capitalized terms not otherwise defined in this Second Amendment shall have the respective meanings ascribed to such terms in the Articles.
2. Article IV of the Articles is hereby amended in its entirety to read as follows:

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

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The purposes for which the Association is formed are:

a. The specific and primary purposes for which the Association is formed are to be a property maintenance association to provide for the maintenance and care of real property held by the Association or held for common use by the members of the Association and located in Sparrowhawk Subdivision No. 2 or Sparrowhawk Subdivision No. 3, in Ada County, Idaho, as the same may be amended, replatted or otherwise revised from time to time (the "**Development**") and otherwise to act and be operated, for income tax purposes, as a "homeowners' association" as defined in Section 528 of the Internal Revenue Code of 1986, as amended.

b. Subject to the provisions of the Declaration of Restrictions, Easements and Common Area Maintenance, recorded on May 26, 2005, as Instrument No. 105067541, official records of Ada County, Idaho, the First Amendment to Declaration of Restrictions, Easements and Common Area Maintenance, recorded on June 20, 2006, as Instrument No. 106098536, official records of Ada County, Idaho, the Approval Under Declaration recorded on May 25, 2007, as Instrument No. 107075060, official records of Ada County, Idaho, and the Second Amendment to Declaration of Restrictions, Easements and Common Area Maintenance recorded on June 12, 2012, as Instrument No. 112056550, official records of Ada County, Idaho, and recorded again on October 10, 2012, as Instrument No. 112104997, official records of Ada County, Idaho, and any supplemental rules, guidelines and/or declaration applicable to the Development, which may hereafter be recorded in the office of the Ada County Recorder, as the same may be amended from time to time as therein provided (hereinafter collectively referred to as the "**Declaration**"), said Declaration being incorporated herein as if set forth at length, the general purposes and powers of the Association are:

(1) To perform all of the duties and obligations of the Maintenance Director and/or the Association, as set forth in the Declaration and/or in the Bylaws of Sparrowhawk Business Owners Association ("**Bylaws**");

(2) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or the Bylaws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association (as the Maintenance Director), including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(3) To acquire (by gift, purchase or otherwise), own, improve, maintain, transfer, dedicate for public use or otherwise dispose of real or personal property in the Development;

(4) To dedicate, sell or transfer all or any part of the real or personal property now or hereafter owned by the Association to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; and

(5) To perform all obligations and duties of the Maintenance Director, as set forth in the Declaration, by virtue of the transfer of the responsibility therefor to a property owners association under Section 5.1(b)(1) of the Declaration and to have and to exercise any and all powers, rights and privileges which a corporation organized under the Act by law may now or hereafter have or exercise in connection with performing such obligations and duties of the Maintenance Director.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall in no wise be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

3. Article XIII of the Articles is hereby amended in its entirety to read as follows:

ARTICLE XIII

AMENDMENTS

Amendments of these Articles shall require approval by the members by two thirds (2/3rds) of the votes cast with respect to the amendment proposal, or a majority of the voting power, whichever is less.

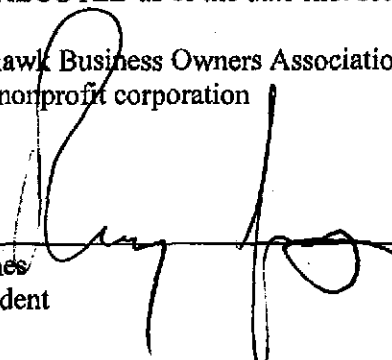
4. This Second Amendment may be executed and delivered by the parties hereto in any number of counterparts, including, without limitation, any electronic signature sent via electronic mail, other portable document format (".pdf"), tagged image file format (".tiff"), or facsimile, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.

5. The Articles, as amended herein, are hereby ratified and confirmed and, except as amended herein, the Articles shall remain in full force and effect.

[Signature and Certification Appear on Following Page]

EXECUTED as of the date first set forth above.

Sparrowhawk Business Owners Association, Inc.,
an Idaho nonprofit corporation

By: 
Barry Jones
Its: President

CERTIFICATE OF CORPORATE SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting corporate secretary of Sparrowhawk Business Owners Association, Inc., an Idaho nonprofit corporation (the "Association"); and

2. The foregoing Second Amendment to Articles of Incorporation of Sparrowhawk Business Owners Association, Inc. (the "Second Amendment"), comprising four (4) pages including this page, has been duly executed by Barry Jones, the President of the Association, after approval of the Second Amendment by the requisite number of members of the Association, and such approval and execution of the Second Amendment has become the act of the Association and its members.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and attest the act of the Association as of this 19 day of March, 2014 B.J.


Dan Sweig, Secretary

IDAHO SECRETARY OF STATE

08/05/2014 05:00

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