

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

LAKEWOOD UNIT NO. 10A HOMEOWNERS ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____
LAKEWOOD UNIT NO. 10A HOMEOWNERS ASSOCIATION, INC. _____

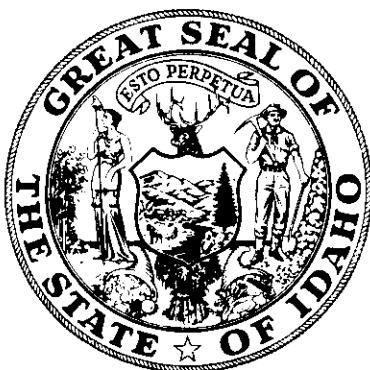
duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated September 20th, 19 82.



SECRETARY OF STATE



Corporation Clerk

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ARTICLES OF INCORPORATION
OF
LAKEWOOD UNIT NO. 10A HOMEOWNERS ASSOCIATION, INC.

A Nonprofit Corporation

In compliance with the requirements of Title 30, Chapter 10, Idaho Code, the undersigned, all of whom are residents of Boise, Ada County, State of Idaho, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of this corporation is LAKEWOOD UNIT NO. 10A HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 209 West Linden, Boise, Idaho 83706.

ARTICLE III

William D. Tate, whose address is 209 West Linden, Boise, Idaho 83706, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for

which it is formed are to provide for the maintenance, preservation and architectural control of the residence lots and the Common Area within that certain tract of property described as:

All the lands located in Lakewood - Unit No. 10A, A Subdivision, according to the official plat thereof on file in the office of the County Recorder of Ada County, State of Idaho, in Book _____ of Plats at pages _____ and _____.

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 the Association for this purpose to:

(a) Exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions hereinafter called the "Declaration," applicable to the property and 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 incorporated herein as if set forth at length;

(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 Association, including all

licenses, taxes or governmental charges levied or imposed against the property of the Association;

(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 Association;

(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 its 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. 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 nonprofit 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; and

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

A. General: The Association shall have two (2) 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 (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The 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. 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, 1984.

B. Voting in Recreation or Park Association: Each Recreation or Park Association shall have two (2) classes of voting memberships:

Class A. Class A members shall be the Board of Directors of the Association whose members are entitled to use the Recreation or Park Area managed by such Recreation or Park Association; and each director shall be entitled to one (1) vote for each building lot owned by members of the Association, except Declarant, so long as Class B membership exists, represented by such director on a proportional basis as follows:

The total lots owned by members of the respective Association, except Class B members, shall be divided by the number of directors representing such Association, and that shall be the number of votes allowed to each director.

Class B. Class B member(s) shall be the Declarant 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 upon the happening of either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in Class A membership equal the total votes outstanding in the Class B membership; or
- (b) On January 1, 1984.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Fred L. Kopke	Box 1761 Boise, Idaho 83701
Michael P. Marrs	255 Old Saybrook Drive Boise, Idaho
Bryce L. Peterson	182 Old Quarry Way Boise, Idaho 83709
John P. Tate, Jr.	515 West Linden Boise, Idaho 83706

William D. Tate

209 West Linden
Boise, Idaho 83706

At the first annual meeting the members shall elect five (5) directors for a term of one (1) year. At each annual meeting thereafter the members shall elect directors to replace those whose terms have expired.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than one hundred percent (100%) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

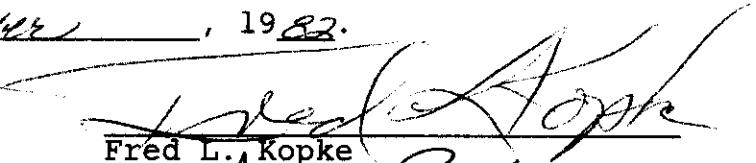
ARTICLE XI

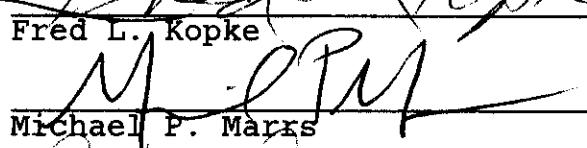
FHA/VA APPROVAL

As long as there is Class B membership, the following actions will require the prior approval of the Federal Housing Administration or Veterans Administration: annexation of additional properties, dedication of Common Area, and amendment of these Articles.

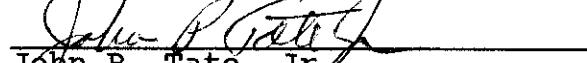
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this

20th day of September, 1982.


Fred L. Kopke


Michael F. Marks


Bryce L. Peterson

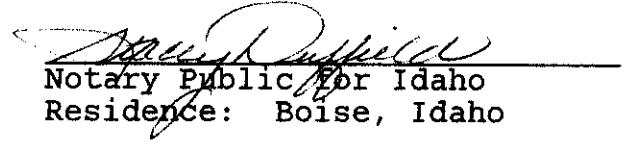

John P. Tate, Jr.


William D. Tate

STATE OF IDAHO)
) ss.
County of Ada)

On this 30th day of September, 1982, before me, the undersigned, a Notary Public in and for said state, personally appeared FRED L. KOPKE, MICHAEL P. MARRS, BRYCE L. PETERSON, JOHN P. TATE, JR., and WILLIAM D. TATE, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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 hereinabove written.


Notary Public for Idaho
Residence: Boise, Idaho