

FILED EFFECTIVE
OCT 22 PM 4:25

ARTICLES OF MERGER FOR CROWN RANCH ROAD ASSOCIATION, INC. AND
CROWN RANCH HOMEOWNERS' ASSOCIATION, INC.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned officer of Crown Ranch Road Association, Inc., an Idaho nonprofit corporation (the "Merged Corporation") and the undersigned officer of Crown Ranch Homeowners' Association, Inc., an Idaho nonprofit corporation (the "Surviving Corporation"), pursuant to Title 30, Chapter 3, and Title 30, Chapter 18 of the Idaho Code, do hereby adopt the following Articles of Merger.

1. Pursuant to the Plan and Agreement of Merger ("Plan") effective on October 22, 2012 (the "Effective Date"), attached as Exhibit A and incorporated into these Articles by this reference, the Merged Corporation shall be merged into the Surviving Corporation. The name of the Surviving Corporation shall remain unchanged.
2. The Members of the Merged Corporation and of the Surviving Corporation are identical. There is only one class of membership in both of these corporations, and each Member of each corporation is entitled to one in the Plan. The purpose of the merger is to consolidate the rights, interests, privileges, assets, obligations, and liabilities of the Members of the Merged Corporation with their rights, interests, privileges, assets, obligations, and liabilities as Members of the Surviving Corporation.
3. The Plan was approved by the respective Boards of Directors and the Members of both the Merged Corporation and the Surviving Corporation pursuant to the requirements of Title 30, Chapter 3, and Title 30, Chapter 18 of the Idaho Code, as more particularly set out below.
4. The outstanding number of Members in the Merged Corporation is 27. The number of Members of the Merged Corporation who voted on the Plan is 21. The number of Members of the Merged Corporation voting to approve the Plan is 21, or approximately 78% of its voting Members. The number of Members of the Merged Corporation voting against the Plan was zero, but six Members did not vote.
5. The outstanding number of Members in the Surviving Corporation is 27. The number of Members of the Surviving Corporation who voted on the Plan is 21. The number of Members of the Surviving Corporation voting to approve the Plan is 21, or approximately 78% of its voting Members. The number of Members of the Surviving Corporation voting against the Plan was zero, but six Members did not vote.
6. Title 30, Chapter 3, Section 101(b) of the Idaho Code requires that the Plan be approved by two-thirds (2/3) of the votes cast, or by a majority of the voting power, whichever is less. As a result, the merger is approved by both the Merged Corporation and Surviving Corporation.

The undersigned officers of the Merged Corporation and the Surviving Corporation execute these Articles of Merger in duplicate and, under penalty of perjury, do hereby certify the truth of the facts stated herein, and acknowledge the same to be the acts of their respective corporations.

ARTICLES OF MERGER FOR CROWN RANCH ROAD ASSOCIATION, INC. AND CROWN
RANCH HOMEOWNERS' ASSOCIATION, INC./Page 1 of 2

IDAHO SECRETARY OF STATE
10/23/2012 05:00
CK: 6610 CT: 58696 BH: 1344774
1 @ 30.00 = 30.00 MERGER # 2
1 @ 20.00 = 20.00 NON EXPEND # 3

C124924

CROWN RANCH ROAD ASSOCIATION, INC.

By: Jane Conard
Jane Conard
Its: President

CROWN RANCH HOMEOWNERS'
ASSOCIATION, INC.

By: Jane Conard
Jane Conard
Its: President

EXHIBIT A

PLAN AND AGREEMENT OF MERGER FOR CROWN RANCH ROAD ASSOCIATION,
INC. AND CROWN RANCH HOMEOWNERS' ASSOCIATION, INC.

This Plan and Agreement of Merger (the "Plan") is made effective on October 22, 2012 by and between Crown Ranch Road Association, Inc. an Idaho nonprofit corporation (the "Merged Corporation"), and Crown Ranch Homeowners' Association, Inc., an Idaho nonprofit corporation (the "Surviving Corporation").

The "Members" of both corporations, as that term is defined in the articles of incorporation of both corporations, are identical. Both corporations are owner associations whose jurisdiction and rules apply to the same real property, the Crown Ranch Subdivision, as that subdivision is shown on its official plat recorded as instrument number 404704, in the records of Blaine County, Idaho.

Also effective as of the date of merger:

The articles of incorporation of the Merged Corporation will be merged into and become the articles of incorporation of the Surviving Corporation ("Articles"); and the bylaws of the Merged Corporation will be merged with the bylaws of the Surviving Corporation ("Bylaws"); however, unless and until the covenants, conditions, and restrictions ("CC&Rs") of the Merged Corporation are merged with the covenants, conditions, and restrictions of the Surviving Corporation, to create the Restated Declaration of Covenants, Conditions, and Restrictions of the Crown Ranch Homeowners' Association, Inc. (the "Restated CC&Rs") all the current CC&Rs shall survive and the Surviving Corporation shall have all the rights of the Merged Corporation under those CC&Rs.

The rights, interests, privileges, assets, obligations, and liabilities of the Members of the Merged Corporation will be consolidated with and become part of their rights, interests, privileges, assets, obligations, and liabilities as Members of the Surviving Corporation.

The rights, obligations, real property, and liabilities of the Merged Corporation will become the rights, obligations, real property, and liabilities of the Surviving Corporation as below;

NOW, THEREFORE, in consideration of the covenants, conditions, and provisions stated in the recitals, above, the corporations agree as follows:

1. Name of Surviving Corporation. The name of the Surviving Corporation shall be Crown Ranch Homeowners' Association, Inc., an Idaho nonprofit corporation, and shall conduct its business by that name.
2. Merger. The parties hereto agree, in accordance with Title 30, Chapter 3, and Title 30, Chapter 18 of the Idaho Code, that Crown Ranch Road Association, Inc., an Idaho nonprofit corporation, and Crown Ranch Homeowners' Association, Inc., an Idaho nonprofit corporation, shall be merged into a single nonprofit corporation existing under the laws of the State of Idaho, as of the Effective Date, defined below.

3. Effective Date. This Plan shall become effective immediately upon compliance with the laws of the State of Idaho, and the time of such effectiveness shall be called the "Effective Date."

4. Effects of Merger. On the Effective Date, the separate existence of the Merged Corporation shall cease, and the Merged Corporation shall be merged into the Surviving Corporation. The Surviving Corporation shall: possess all the rights, privileges, powers, and assets of any nature, and be subject to all of the restrictions, disabilities, and duties of the Merged Corporation; possess and be vested in title to all property, real, personal, and mixed of the Merged Corporation; be liable for all debts, liabilities, and obligations due to the Merged Corporation on whatever account which may be enforced against it to the same extent as if said debts, liabilities, and obligations had been contracted by it. All other things in action or belonging to the Merged Corporation shall be vested in the Surviving Corporation. At any time, or from time to time, after the Effective Date, the last acting officers of the Merged Corporation or the corresponding officers of the Surviving Corporation may, in the name of the Merged Corporation, execute and deliver all such proper deeds, assignments, and other instruments, and take or cause to be taken all such further or other actions as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all of the Merged Corporation's property, rights, privileges, assets, interests, debts, liabilities, obligations, and otherwise to carry out the purposes of this Plan.

5. Status of Memberships. On the Effective Date, the rights, interests, privileges, assets, obligations, and liabilities of the Members of the Merged Corporation shall be consolidated with and become part of their rights, interests, privileges, assets, obligations, and liabilities as Members of the Surviving Corporation. Voting on matters requiring Member approval shall be as described in the Articles, Bylaws and CC&Rs.

6. Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation in effect on the date hereof shall be, from and after the Effective date, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

7. Other Documents. The Articles, Bylaws and CC&Rs of the Surviving Corporation shall be, from and after the Effective Date, the Articles, Bylaws and CC&Rs of the Surviving Corporation until amended, changed, restated, or revoked as provided in those documents.

8. Directors and Officers. The directors and officers of the Surviving Corporation shall, from and after the Effective Date, continue to act in their respective capacities until their successors shall be elected and qualify, or until they shall resign or be removed from office, as may be the case.

This Plan and Agreement of Merger has been executed and effective on the Effective Date by Crown Ranch Road Association, Inc., an Idaho nonprofit corporation, and Crown Ranch Homeowners' Association, Inc., an Idaho nonprofit corporation, pursuant to authority duly granted by the Boards of Directors of each corporation.

EXHIBIT A

Effective this 22nd day of October, 2012.

CROWN RANCH ROAD ASSOCIATION, INC.

By: Jane Conard
Jane Conard
Its: President

CROWN RANCH HOMEOWNERS'
ASSOCIATION, INC.

By: Jane Conard
Jane Conard
Its: President