

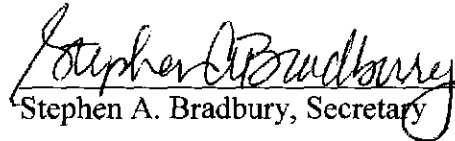
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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF RESTATEMENT  
OF  
PENNSYLVANIA LANE HOMEOWNERS ASSOCIATION, INC.**

1. The name of the corporation is Pennsylvania Lane Homeowners Association, Inc.
2. The text of the Amended and Restated Articles of Incorporation are attached hereto.
3. The date of adoption of the Amended and Restated Articles of Incorporation was October 27, 2015.
4. The undersigned hereby certifies that the Amended and Restated Articles of Incorporation were adopted by the Board of Directors pursuant to the provisions of Idaho Code § 30-30-702(2), there being no members of the corporation at the time of the adoption of the Amended and Restated Articles of Incorporation.

EXECUTED this 2<sup>nd</sup> day of November, 2015.

  
Stephen A. Bradbury, Secretary

IDAHO SECRETARY OF STATE  
**11/24/2015 05:00**  
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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**PENNSYLVANIA LANE HOMEOWNERS ASSOCIATION, INC.**

The undersigned, being all of the directors of the above named non-profit corporation, hereby adopt the following Amended and Restated Articles of Incorporation for such corporation.

ARTICLE 1. NAME: The name of the corporation shall be Pennsylvania Lane Homeowners Association, Inc. This corporation is a nonprofit corporation.

ARTICLE 2. DURATION: The duration of this corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS: The purposes for which the corporation is organized are to engage in all such activities as are incidental or conducive to the attainment of the objectives of the corporation and any other activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation. Without limiting the foregoing, it is expressly provided hereby that:

- (a) The corporation may exercise all of the powers and privileges and perform all of the duties and obligations of the corporation as set forth in the Road Maintenance and Easement Agreement (hereinafter "Road Agreement") executed by the corporation and to be recorded in the Office of the Ada County Recorder, as the same may be amended or supplemented from time to time as therein provided, said Agreement being incorporated herein as if set out at length.
- (b) The corporation may establish, levy, collect and enforce payment by any lawful means against its members, all charges or assessments, periodic or special, authorized to be made under the Agreement or any supplement or amendment thereto;
- (c) Acquire, 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 business affairs of the corporation;
- (d) Borrow money, mortgage, pledge, deed in trust or hypothecate any or all of the real or personal property owned by the corporation as security for money borrowed or debts incurred; and
- (e) Dedicate, sell or transfer any part of the real or personal property owned by the

corporation to any public agency, authority or utility or any private person or entity.

ARTICLE 4. MEMBERSHIP: Every person or entity who is a record owner of any real property which has been made subject to the Road Agreement (as defined herein above), shall be a member of the corporation. The foregoing is not intended to include persons or entities holding 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 such real property.

ARTICLE 5. VOTING RIGHTS: Each member shall be entitled to cast one vote on any matter coming before the membership for vote. When more than one person holds an interest in any real property made subject to the Road Agreement, all such persons shall be members. The vote for such property shall be exercised as they determine, but in no event shall more than one vote be cast with respect to such property. Fractional votes shall not be allowed. The vote applicable to any property being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise.

ARTICLE 6. REGISTERED OFFICE AND AGENT: The address of the initial registered office of this corporation is 1030 E. Pennsylvania Lane, Boise, Idaho 83706, and the name of its initial registered agent at such address is Stephen A. Bradbury.

ARTICLE 7. DIRECTORS: The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify, or unless they resign or are removed, are:

Anthony A. Maher  
1111 E. Pennsylvania Lane  
Boise, Idaho 83706

Stephen A. Bradbury  
1030 E. Pennsylvania Lane  
Boise, Idaho 83709

Richard C. Tullis  
970 E. Pennsylvania Lane  
Boise, Idaho 83706

ARTICLE 8. INCORPORATOR: The name and address of the incorporator are as follows:

Stephen A. Bradbury                      1015 W. Hays Street, Boise, ID 83702


ARTICLE 9. AMENDMENT OF ARTICLES: These Articles may not be amended without at least 66-2/3% of the membership votes being cast in support of such amendment.

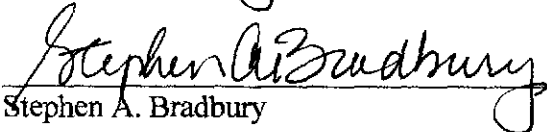
ARTICLE 10. BYLAWS: The Board of Directors shall have the right to make and amend Bylaws for the corporation, not inconsistent with any existing law and not inconsistent with these Articles or the Agreement, for the government of the affairs of the corporation and the management of its assets.

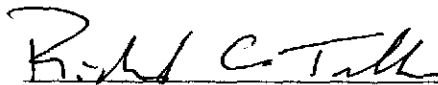
ARTICLE 11. DISSOLUTION: Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be dedicated to a public body or conveyed to a nonprofit organization with similar purposes.

ARTICLE 12. LIMITATION OF LIABILITY: A director of this corporation shall not be personally liable to this corporation or its members or any other person for any action taken or not taken as a director if the director acted in compliance with Idaho Code § 30-3-80. If the Idaho Nonprofit Corporation Act (the "Act") is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article 12 by the members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

EXECUTED this 21<sup>th</sup> day of October, 2015, by the undersigned directors.

  
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Anthony A. Maher

  
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Stephen A. Bradbury

  
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Richard C. Tullis