

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

HULEN MEADOWS WATER CO.

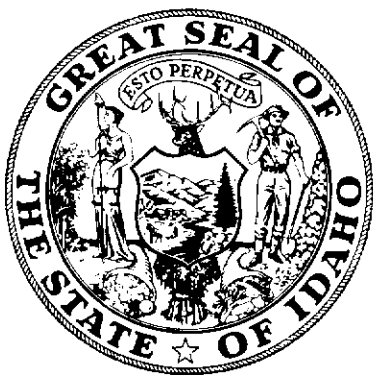
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

HULEN MEADOWS WATER COMPANY AND OWNERS 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 August 24, 19 90.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

AMENDMENT OF ARTICLES OF INCORPORATION  
OF HULEN MEADOWS WATER CO.

Amendment of the Articles of Incorporation of Hulen Meadows Water Co., Inc., a non-profit corporation organized under the laws of the State of Idaho.

ONE. The name of the corporation is Hulen Meadows Water Co.

TWO. Article I shall be amended to read as follows:

ARTICLE I

The name of this corporation shall be Hulen Meadows Water Company and Owners Association, Inc.

THREE. Article III shall be amended to include the following sub-paragraphs:

ARTICLE III ...

6. To develop a community designed for safe, healthful and harmonious living.
7. To promote the collective and individual property and civic interests and rights of all persons, firms and corporations owning property in Hulen Meadows Subdivision Nos. 1 through 7, Blaine County, Idaho, according to the recorded plats thereof, records of Blaine County, Idaho, and such others as may from time to time be admitted to membership in the corporation.
8. To care for the improvements and maintenance of any community center, gateways, public easements, parkways, grass plots, parking areas, and any facilities of any kind dedicated to the community use and other open spaces and other ornamental features of the above described subdivisions which now exist or which may hereafter be installed or constructed therein.
9. To cooperate with the owners of all vacant and unimproved lots now existing or that hereafter shall exist in the subdivisions in keeping them in good order and condition, and preventing them from becoming a nuisance and a detriment to the beauty and to the value of the improved property therein, and to take any action with reference to such

vacant and unimproved lots as may be necessary or desirable to keep them from becoming such nuisance and detriment.

10. To aid and cooperate with the members of this corporation and all property owners in the enforcement of such conditions, covenants and restrictions on and appurtenant to their property as are now in existence, as well as any other conditions, covenants and restrictions as shall hereafter be approved by a majority vote of the members of the corporation.
11. To designate the membership, powers and duties of an architectural control committee as provided by the Declarations of Restrictions and Limitations as to use of land within Hulen Meadows Subdivisions, Blaine County, Idaho for interpretation and enforcement of the various recorded resolutions and limitations as to the construction, placement and maintenance of structures on lots within the subdivision.
12. In general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents and owners of any portions of the Hulen Meadows Subdivisions and their property interests therein.
13. To acquire, own or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objectives, and to exercise all rights, powers and privileges of ownership to the same extent as natural persons might or could do.
14. To arrange social and recreational functions for its members.
15. To exercise any and all powers that may be delegated to it from time to time by the owners of the real property in the subdivisions.
16. This corporation shall not engage in political activity or pursue political purposes of any kind or character.

FOUR. The following shall be added as an additional paragraph to Article VII:

The corporation may enforce the Declarations of Restrictions and Limitations as to the use of land within Hulen Meadows Subdivisions by suspending

water service to the improved property the subject of the violation of the Declaration. Upon correction of the violation of the Declaration and upon payment of any delinquent assessment or charge, including attorneys fees, together with a reasonable charge for terminating and restoring service, the corporation shall promptly restore water service.

FIVE. A new Article VII A shall be added to the Articles of Incorporation as follows:

#### ARTICLE VII A

Each member shall be deemed to covenant and agree with each other and with the corporation to pay dues and assessments made by the corporation for the purposes provided in these Articles of Incorporation. Dues and assessments shall be made and collected as to each lot owned by a member as provided in the corporation by-laws. Unpaid dues and assessments, together with interest thereon, shall be secured by a lien on the lot upon recordation of a notice of assessment whenever there is a delinquency in payment of the assessment. Such lien may be enforced by the corporation, after failure of the member to pay such assessment, by sale of the lot in the manner permitted by law in Idaho for the exercise of power of sale and deeds of trust or any other manner provided by law. The amount of any dues and assessments including attorneys fees against a lot shall be the personal obligation of the member owning the lot and suit for collection may be instituted by the corporation without foreclosure of waiver of the lien herein provided. By acceptance of a deed to their property, lot owners consent to the enforcement provisions as provided by these Articles and agree to be bound by them.

SIX. A new Article XIV shall be added to Articles of Incorporation as follows:

#### ARTICLE XIV

The personal liability of a director of the corporation or its members for monetary damages for Breach of Fiduciary duty as a director is eliminated except as follows:

- 1) For any breach of the director's

duty of loyalty to the corporation or its members.

- 2) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law.
- 3) Provided for under Section 30-1-48, Idaho Code, as may be amended or renumbered from time to time.
- 4) For any transaction from which the director derived an improper personal benefit.

SEVEN. A new Article XV shall be added to the Articles of Incorporation as follows:

#### ARTICLE XV

The Board of Directors shall not mortgage or encumber the real or personal property of the Corporation and shall not create any new indebtedness of the corporation for improvements chargeable to the Capital Account in any one calendar year in excess of \$30,000, without approval of a resolution adopted by two-thirds vote of the directors and the written consent or vote of at least two-thirds of the membership of the corporation.

EIGHT. This amendment was adopted at the corporation's Annual meeting, held June 26, 1990. A quorum was present at the meeting and the amendment received eighty-six affirmative votes of the total membership of 120.

DATED this 21 day of Aug., 1990.

HULEN MEADOWS WATER CO., INC.

By Richard Toomey  
RICHARD TOOMEY  
President

By Mark Longley  
MARK LONGLEY  
Secretary

VERIFICATION

STATE OF IDAHO )  
County of Blaine ) ss.

RICHARD TOOMEY, being first duly sworn on oath, deposes and states: That I am the President of The Hulen Meadows Water Co. ; that I have read the foregoing Amendment and know the contents thereof, and believe the same to be true to the best of my knowledge and belief.

Richard Toomey  
RICHARD TOOMEY

Aug. SUBSCRIBED AND SWORN to before me this 21<sup>st</sup> day of July, 1990.

(seal)

Debra L. Wood  
NOTARY PUBLIC for Idaho  
Residing at Hailey, ID  
Commission expires 2-18-94

RK27/nq