

Restated as Amended

Instrument # 418445  
VALLEY COUNTY, CASCADE, IDAHO  
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NOTARY PUBLIC

ARTICLES OF INCORPORATION OF

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THE PINE LAKES RANCH HOME OWNERS ASSOCIATION -FILED-

File #: 0003399443  
Date Filed: 1/3/2019 10:00:00 AM  
GOVERNMENT ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 1, Section 117A. WE do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is: THE PINE LAKES RANCH HOME OWNERS ASSOCIATION, INC.

ARTICLE II

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE III

This corporation shall be a non-profit membership corporation.

ARTICLE IV

The location and post office address of the registered office of this corporation shall be Cascade, Valley County, Idaho.

ARTICLE V

This corporation is formed for the purpose of fulfilling the obligation of and performing the duties as provided in the Declaration of Protective Covenants, Conditions and Restrictions of Pine Lakes Ranch, dated July 26, 1974, and recorded in the office of the Recorder of Valley County, Idaho, as Instrument No. 83372, As Ammended (hereinafter referred to as said Declaration).

ARTICLE VI

(1) The nature of the business and the object and purpose of this corporation shall be as follows: This corporation (hereinafter referred to as the Association) shall be the Home Owners Association as provided in said Declaration described in Article V above, and such Association shall have the power to have, exercise and enforce all rights and privileges, and to assume, incur, and discharge all duties, obligations and responsibilities as provided for in said Declaration as such Declaration is originally executed or, if amended, as amended.

(2) In order to carry out the foregoing, and strictly limited thereto, where not inconsistent with Title 30, Idaho Code, the corporation shall have the following powers:

(A) The authority set forth in Title 30 of the Idaho Code relating to the organization and conduct of general business corporations.

(B) To buy, sell, acquire, hold or mortgage, or enter into security agreements, pledge, lease, assign,

B0027-8617 01/03/2019 10:00 AM Received by ID Secretary of State Lawrence Denney

transfer, trade and deal in and with all kinds of personal property, goods wares and merchandise of every kind, nature and description.

(C) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, easements, hereditaments and appurtenances of all kinds and wheresoever situated and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.

(D) To borrow money, to draw, make, accept, enforce, transfer and execute promissory notes, debentures and other evidence of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation.

(E) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Association, and which now or hereafter may be authorized by law.

(F) The foregoing clauses are to be construed both as objects and powers. As hereby expressly provided, an enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the corporation. The corporation shall have the power to do all acts that are necessary and convenient to obtain the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do, within the framework of these Articles of Incorporation, and the general corporation laws of the State of Idaho.

## ARTICLE VII

### Membership Certificates, Voting Power, and Determination of Property Rights and Interest

Section 1. Membership Certificate. Each member shall be entitled to receive a certificate of membership, which certificate shall state the number of votes he is entitled to cast as a member of the Association.

#### Section 2. Membership.

A. Qualifications. Each owner of a tax parcel, and each condominium project as described in said Declaration, and each owner of a tax parcel in any and all lands added to the property covered by said Declaration, as provided by Article VIII, Section 8.10 thereof, by virtue of being such an owner and for so long as he is such an owner, shall be deemed a member of the Association.

B. Transfer of Membership. The association membership of each owner shall be appurtenant to said tax parcel or condominium project and shall not be transferred, pledged or alienated in any way except upon the transfer of title to said tax parcel or condominium project, and then only to the transferee of title to said tax parcel or condominium project. Any attempt to make a prohibited transfer shall be void. Any transfer of title to said tax parcel or condominium project shall operate automatically to transfer said membership to the new owners thereof.

#### Section 3. Voting.

A. Members. Members shall be an Owner and each Owner shall have one (1) vote for each separate Tax Parcel owned in fee simple regardless of the size of the Tax Parcel. The Owner of each separate Tax

Parcel may, by notice to the Association, designate a person (who need not be an Owner) to exercise the vote for such Owner. Said designation shall be revocable at any time by notice to the Association by Owner. Such powers of designation and revocation may be exercised by the guardian of an Owner's estate by his executor or administrator where the latter's interest in said property is subject to administration in his estate.

B. Joint Owner Disputes. The vote for each such tax parcel shall, if at all, be cast as a unit, and fractional votes shall not be allowed. In the event that joint owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any owner casts a vote representing a certain tax parcel, it will thereafter be conclusively presumed for all purposes that he or they were acting with the authority and consent of all other owners of the same tax parcel.

C. Cumulative Voting. In any election of the members of the Board, every owner entitled to vote at such an election shall have the right to accumulate his votes and give one candidate, or divide among any number of candidates, a number of votes equal to the number of votes to which that owner is entitled in voting upon other matters multiplied by the number of directors to be elected. The candidate receiving the highest number of votes, up to the number of the Board members to be elected, shall be deemed elected.

D. Transfer of Voting Right. The right to vote may not be severed or separated from the ownership of the tax parcel to which it is appurtenant, except that any owner may give a revocable proxy as above provided, or may assign his right to vote to a lessee or beneficiary of the tax parcel for the term of the lease or Deed of Trust, and any sale, transfer or conveyance of such tax parcel to a new owner or owners shall operate automatically to transfer the appurtenant vote to the new owner, subject to any assignment of the right to vote to a lessee or beneficiary as provided herein.

#### ARTICLE VIII

Each member shall be liable for the payment of assessments provided for in the Declaration and for the payment and discharge of the liabilities of the corporation as provided for in the Declaration.

#### ARTICLE IX

The Articles of Incorporation of this corporation may be altered, amended, or new Articles adopted, by the affirmative vote of at least fifty-one percent (51%) of the Votes held by Members of the Association.

#### ARTICLE X

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the corporation and the members thereof including the liability of the members for the payment of assessments, the By-Laws may incorporate by reference the provisions of the Declaration recorded in Valley County, State of Idaho, provided that a true and correct copy of such Declaration is attached to and made a part of the By-Laws of the corporation.

#### ARTICLE XI

The business and affairs of the Association shall be managed and controlled by a Board of Directors. The original Board of Directors shall be three, provided, however, the By-Laws of the Association may provide for an increase or decrease in their number, provided that the number of directors shall not be

B0027-8620 01/03/2019 10:00 AM Received by ID Secretary of State Lawrence Denney

greater than nine or less than three.

The foregoing restatement of the Articles of Incorporation with amendments was recommended to the membership by the affirmative vote of the Board of Directors and adopted by the members by an affirmative vote of not less than fifty-one percent (51%) of the membership at a meeting thereof duly called and noticed and held on the 10<sup>th</sup> day of November, 2018.

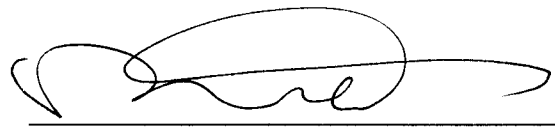
The total number of memberships outstanding and eligible to vote on the amendment was 109, the number of affirmative votes cast for the amendment was 56, and the number of negative votes cast against the amendment was 53.

**PINE LAKES RANCH HOMEOWNERS ASSOCIATION INC.**

By: Kitty Lightfoot, President Dated 12/31/18  
Kitty Lightfoot

STATE OF IDAHO  
County of ADA

On this 31<sup>st</sup> day of December, 2018, before me Rheta Atkinson, a Notary Public in and for said State, personally appeared Kitty Lightfoot, known or identified to me to be the President of Pine Lakes Ranch Homeowners Association, the corporation that executed the within instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

  
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Notary Public for Idaho  
Residing at Donnelly  
My Commission expires 03/16/2024