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2005 DEC - 6 PM 4:40

SECRETARY OF STATE
STATE OF IDAHO

**AMENDMENT OF ARTICLES OF INCORPORATION
OF
MCCAULEY EMERALD OWNERS ASSOCIATION, INC.**

Pursuant to the provisions of the Idaho Business Corporation Act, Title 30, Chapter 3, Idaho Code, the Corporation hereby amends its Articles of Incorporation as follows:

ONE:

The name of this corporation is McCauley Emerald Owners Association, Inc.

TWO:

The following amendment to the Articles of Incorporation was duly approved by Board of Directors on November 28th, 2005.

1. The second sentence of Article III of the existing Articles reads as follows:

The specific primary purposes for which it is formed are to provide for the acquisition, construction, management, operations, administration, maintenance, repair, improvement, preservation, and architectural control of the MCCAULEY EMERALD SUBDIVISION ("Subdivision") situated in Kootenai County, Idaho as defined in the Declaration of Covenants, Conditions and Restrictions for MCCAULEY EMERALD ON HAYDEN LAKE, IDAHO, recorded in the records of Kootenai County.

The second sentence of Article III shall be amended as follows:

The specific primary purposes for which it is formed are to provide for the acquisition, construction, management, operations, administration, maintenance, repair, improvement, preservation, and architectural control of the MCCAULEY'S EMERALD ESTATES AND LOTS 5-13 OF SECOND ADDITION TO MCCAULEY TRACTS RECORDED AS INSTRUMENT NO. 333191, Book of Plats, Kootenai County, Idaho ("Subdivision") situated in Kootenai County, Idaho as defined in the Declaration of Covenants, Conditions and Restrictions for MCCAULEY'S EMERALD ESTATES, recorded as Instrument No. 1986498 in the records of Kootenai County.

2. The first sentence of No. 4 (a) of Article IV reads as follows:

Class "A" membership shall be held by each Owner of a Lot in the Subdivision, other than L & M Capital Limited Liability Company ("Declarant").

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The first sentence of No. 4(a) of Article IV shall be amended as follows:

Class "A" membership shall be held by each Owner of a Lot in the Subdivision, other than L&M Capital and Development, Inc. ("Declarant").

3. The second sentence of Article VI reads as follows:

The initial board shall be two (2) Directors, but may be converted to a larger number in accordance with the By-Laws, upon the end of the Declarant's control period.

The second sentence of Article VI shall be amended as follows:

The initial board shall be three (3) Directors, but may be converted to a larger number in accordance with the By-Laws, upon the end of the Declarant's control period.

THREE:

The date of adoption of the amendments(s) was November 28, 2005.

FOUR:

Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors.

The number of directors entitled to vote was three (3).

The number of directors that voted for each amendment was three (3).

The number of directors that voted against each amendment was zero (0).

Dated this 28 day of November, 2005.

By:

Michael Van Buskirk
Michael Van Buskirk, Director

Linda Van Buskirk
Linda Van Buskirk, Director

Daniel D. McDermott
Daniel D. McDermott, Director