

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EAGLE VINEYARD ESTATES HOA INC.**

2013 MAY -7 AM 11:09

SECRETARY OF STATE
STATE OF IDAHO

These are the Amended and Restated Articles of Incorporation of Eagle Vineyard Estates HOA Inc., an Idaho nonprofit corporation ("Association"). Ted R. Bierma, as the President of the Association, certifies that:

1. These Amended and Restated Articles of Incorporation were duly approved and adopted by the Directors and a majority of the Members of the Association in compliance with Idaho Code § 30-3-91 on February 25, 2013. The number of Members entitled to vote was five, and all five Members adopted these Amended and Restated Articles.
2. The Articles of Incorporation of the Association, effective January 17, 2013, are hereby amended and restated in their entirety, in accordance with Idaho Code §§ 30-3-89 through 30-3-95, to read as follows:

**ARTICLE 1
NAME OF THE CORPORATION**

The name of the corporation is changed to "Eagle Vineyard Estates HOA Inc." from "Eagle Vinyard Estates HOA Inc."

**ARTICLE 2
NONPROFIT STATUS**

The Association is a nonprofit corporation organized under and in compliance with the "Idaho Nonprofit Corporation Act," Idaho Code §§ 30-3-1 *et seq.* ("Act").

**ARTICLE 3
DURATION**

The Association's duration is perpetual.

**ARTICLE 4
PRINCIPAL OFFICE OF THE ASSOCIATION**

The mailing address of the Association's principal office is 593 Watersford Drive, Eagle, Idaho 83616.

IDAHO SECRETARY OF STATE
05/07/2013 05:00
CK: 1004 CT: 202072 BH: 1372766
1 @ 30.00 = 30.00 NON PROF A # 2

C197168

ARTICLE 5 PURPOSES OF THE ASSOCIATION

The purposes for which the Association is formed are:

5.1 Primary Purpose. The primary purpose of the Association is to serve as the management body and to administer the entirety of the real and personal property held by the Association or commonly held by the members of the Association located in the Vigne D'Aquila project, in Ada County, Idaho (the "**Development**"). The Association will act and be operated as a "homeowners' association" as defined in Section 528 of the Internal Revenue Code of 1954, as amended.

5.2 General Purpose. The general purpose of the Association is to carry out the powers and duties set forth in the Declaration of Covenants, Conditions and Restrictions for Vigne D'Aquila and any supplemental rules, guidelines and/or declaration applicable to the Development and recorded or to be recorded in the Office of the Ada County Recorder, as the same may be amended from time to time, (collectively, the "**Declaration**"). Any capitalized term not defined in these Amended and Restated Articles of Incorporation has the meaning given to the term in the Declaration.

ARTICLE 6 REGISTERED OFFICE AND AGENT

The address of the registered office of the Association is 593 Watersford Drive, Eagle, ID 83616. The registered agent is Ted R. Bierma.

ARTICLE 7 BOARD OF DIRECTORS

7.1 General. The affairs of the Association are managed by the Association's Board of Directors. The Board of Directors consists of three (3) individuals. A director need not be a Member of the Association. Except for the initial directors identified below, directors must be elected by the Members or appointed by an appointed director in compliance with the Bylaws of the Association.

7.2 Initial Directors. The names and street addresses of the initial Board of Directors are:

Ted R. Bierma
593 Watersford Drive
Eagle, Idaho 83616

Kathy Bierma
593 Watersford Drive
Eagle, Idaho 83616

Elaine Ambrose
981 W Cherry Bello Drive
Eagle, Idaho 83616

7.3 Appointed Directors. Pursuant to IDAHO CODE ANN. § 30-3-66(1), Ted Bierma is granted the power to appoint two directors and appoints Ted Bierma and Kathy Bierma as the Appointed Directors of the Association (collectively, the "**Appointed Directors**"), subject to the powers and restrictions placed on appointed directors by the Act. Ted Bierma's power to appoint directors is subject to Ted Bierma's ownership of a Building Lot, either as an individual or as a member of TKS Properties, LLC. If Ted Bierma ceases to own a Building Lot, the two appointed director positions and Ted Bierma's power to appoint directors will cease and the Members will elect two directors to fill the vacancies.

ARTICLE 8 MEMBERSHIP

Each owner of a Building Lot is a member of the Association entitled to one membership for each Building Lot owned ("**Member**"). Membership is appurtenant to ownership of a Building Lot. Membership in the Association is mandatory for Building Lot owners, and ownership of a Building Lot is the sole qualification for membership in the Association. Membership may only be transferred by the transfer of title to the Building Lot and only to the transferee of title to the Building Lot. Any attempt to make a prohibited transfer is void. A creditor, lender, or mortgagee does not have membership rights until the creditor, lender, or mortgagee has the right to possession of the property by foreclosure.

ARTICLE 9 LIMITATION OF LIABILITY

9.1 Directors. No director of the Association is personally liable to the Association for monetary damages for any action taken, or any failure to take any action, as a director except liability for: (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Association or the members; (iii) approval of a distribution or dividend in violation of a statutory restriction, or (iv) an intentional violation of criminal law.

9.2 Officers. No officer of the Association is personally liable to the Association for monetary damages for any action taken, or any failure to take any action, as an officer except for liability for: (i) the amount of a financial benefit received by an officer to which the officer is not entitled; (ii) an intentional infliction of harm on the Association or the members; or (iii) an intentional violation of criminal law.

ARTICLE 10 INDEMNIFICATION

10.1 Mandatory Indemnification. The Association must indemnify and advance expenses to any director, officer or other person to the fullest extent of the law for any action taken, or any failure to take any action, as a director, officer or agent of the Association, except liability for: (i) the amount of a financial benefit received by the person to which the person is not entitled; (ii) an intentional infliction of harm on the Association or the members, if any; (iii) approval of a distribution or dividend in violation of a statutory restriction, or (iv) an intentional violation of criminal law.

10.2 Additional Indemnification. In addition to the Association's indemnification obligations under Section 10.1, the Bylaws may oblige or permit the Association to provide broader indemnification rights to any person.

10.3 Interpretation. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation or the Bylaws, the Association will not indemnify or advance expenses to any person if the Board determines that the indemnification or advancement of expenses is likely to violate, or result in a tax, penalty, or other sanction under, any tax law, regulation, or rule. If these Amended and Restated Articles or the Bylaws are amended or repealed to restrict indemnification rights, then the broader indemnification rights that existed before the repeal or amendment will govern claims for indemnification that concern events that occurred before the amendment or repeal.

ARTICLE 11 AMENDMENTS

Amendments of these Articles requires the approval of all of the following: (i) two-thirds (2/3) of the Board of Directors; (ii) two-thirds (2/3) of the total voting power of the Members; and (iii) for so long as Ted Bierma is the owner of a Building Lot, the written approval of Ted R. Bierma. No amendment of these Articles is effective until the same is recorded in the Official Records of Ada County, Idaho. The number of votes to which each member is entitled is set forth in the Bylaws.

ARTICLE 12 SIGNATURE

EAGLE VINEYARD ESTATES HOA INC.:

Date: _____

Ted R. Bierma

By: _____

4/1/2013

Ted R. Bierma, President

ARTICLE 13 See Attached

ARTICLE 13 DISSOLUTION

Upon dissolution the assets shall be distributed among owners of ADA County Tax Lots R9028520100, R9028520200, R9028520300, R9028520400, R9028520500.