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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

MEADOWCREEK RESORT ASSOCIATION, INC

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-FILED-
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Pursuant to the Idaho General Business Corporations Act, Chapter 3, Title 29, Idaho Code (Act), the MeadowCreek Resort Association, Inc. hereby adopts the following Amended and Restated Articles of Incorporation for the Corporation.

Idaho Secretary of State File # 0000583226

1. NAME. The name of the corporation is MeadowCreek Resort Association, Inc.
2. REGISTERED OFFICE AND AGENT. The registered office of the corporation is 202 Virginia Ste 2, New Meadows, Idaho 83654, and its registered agent at that address is JULIE GOOD.
3. MAILING ADDRESS. The mailing address for the Corporation is P.O. Box M, New Meadows, Idaho 83654-0911.
4. AUTHORIZED SHARES AND SHARE CLASS. The aggregate number of shares the corporation is authorized to issue shall be five hundred (500). The authorized shares shall be divided into five (5) classes of stock and allocated between such classes as follows:
 - (A) Class A: One hundred (100) authorized shares
 - (B) Class B: One hundred (100) authorized shares
 - (C) Class E MCPOA: Two hundred (200) authorized shares
 - (D) Class F Transferrable Affiliate: Fifty (50) authorized shares
 - (E) Class G Non-Transferrable Affiliate: Fifty (50) authorized shares

The respective rights, obligations, contributions, and voting rights associated with each class shall be as set forth in the Bylaws of the Corporation.

5. TERMS OF CLASS OR SERIES DETERMINED BY BOARD OF DIRECTORS. Pursuant to Idaho Code §30-29-602, the board of directors is authorized, without shareholder approval, to:

- (A) Classify any unclassified shares to one (1) or more classes or into one (1) or more series within a class;
 - (B) Reclassify any unissued shares of any class into one (1) or more classes or into one (1) or more series within one (1) or more classes; or
 - (C) Reclassify any unissued shares of any series of any class into one (1) or more classes or into one (1) or more series within a class.
6. CORPORATE PURPOSE. The purpose for which the corporation shall be as
- (A) To provide for the support, management, maintenance, and preservation of the golf course and related resort amenities serving the MeadowCreek golf resort located in Adams County, Idaho.

(B) To engage in all activities and pursuits that may be authorized by law.

7. BOARD OF DIRECTORS. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors. The number of directors of the corporation shall be no fewer than three (3) persons and no more than seven (7) persons. The names and addresses of the serving as the current directors are:

<u>Name</u>	<u>Address</u>
Mark S. Martindale Jr.	2957 Kimberland Dr New Meadows, ID 83654
Tina Taylor	2404 N Aldercrest Place Eagle, ID 83616
James T. Anderson	3922 Sorrel Drive New Meadows, ID 83654
Andy McClusky	1601 Uvalde St. Caldwell, ID 83605
Robert Waggoner	3601 Nelson Ct New Meadows, ID 83654

8. INDEMNIFICATION. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

9. LIMITATION OF LIABILITY. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of §30-29-832, Idaho Code; or (iv) an intentional violation of criminal law.

CERTIFICATION

IN WITNESS WHEREOF the undersigned (i) certify and attest that, Pursuant to the Idaho General Business Corporations Act, Chapter 3, Title 29, Idaho Code (Act), , the foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MEADOWCREEK RESORT ASSOCIATION, INC. has been approved by a majority vote of the shareholders entitled to vote at a meeting held on Dec. 14th, 2021, and (ii) confirm that the MCPOA has closed on the purchase of surrendered MCRA Shares pursuant to the terms of the Share Transfer Agreement entered into by the MCRA and the MCPOA on July 12, 2021, and, (iii) confirm that, approved as of December 31, 2021, these Amended and Restated Articles of Incorporation shall replace and supersede all prior Articles of Incorporation of the Corporation, including but not limited to the Articles of Incorporation dated December 12, 2012, and filed with the Idaho Secretary of State.

MEADOWCREEK RESORT ASSOCIATION, INC.

By: [Signature]
Print Name: ANDY McCLUSKY
Title: President/Director

By: [Signature]
Print Name: JULIE GOOD
Title: Secretary

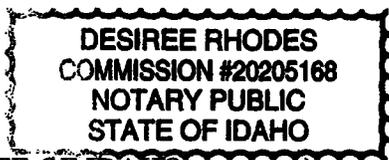
By: [Signature]
Print Name: Tina Taylor
Title: Director



STATE OF IDAHO,)
(ss
County of Adams .)

On this 29 day of December, 2021, before me, a Notary Public in and for said State, personally appeared ANDY McCLUSKY, PRESIDENT and DIRECTOR of the MEADOWCREEK RESORT ASSOCIATION, INC., known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same for and on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

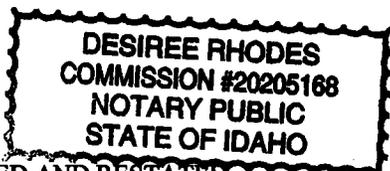


[Signature]
NOTARY PUBLIC FOR IDAHO
My Commission Expires: 01/04/2027

STATE OF IDAHO,)
(ss
County of Adams .)

On this 29 day of December, 2021, before me, a Notary Public in and for said State, personally appeared JULIE GOOD, SECRETARY of the MEADOWCREEK RESORT ASSOCIATION, INC., known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same for and on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

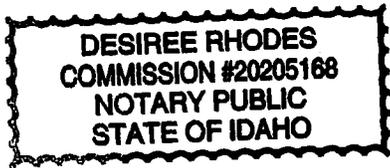


[Signature]
NOTARY PUBLIC FOR IDAHO
My Commission Expires: 01/04/2027

STATE OF IDAHO,)
)
County of Adams) (ss)

On this 29 day of December, 2021, before me, a Notary Public in and for said State, personally appeared Tina Taylor, **DIRECTOR** of the MEADOWCREEK RESORT ASSOCIATION, INC., known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same for and on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Desiree Rhodes
NOTARY PUBLIC FOR IDAHO
My Commission Expires: 01/04/2027

NOTARY PUBLIC FOR IDAHO
COMMISSION #20205168
EXPIRES 01/04/2027

