

# State of Idaho

## Department of State

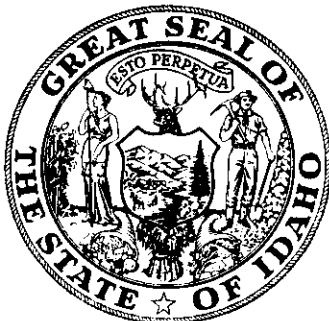
### CERTIFICATE OF AMENDMENT OF

EMERALD ESTATES WATER ASSOCIATION, INC.  
File Number C 53898

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 EMERALD ESTATES WATER ASSOCIATION, INC., duly signed 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, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Shirley J. Clark*

IDAHO SECRETARY OF STATE  
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## ARTICLE I.

## ARTICLE II.

C. The foregoing shall not be deemed to authorized or permit the Corporation to carry on any business for profit, or to authorize or permit the exercise any power inconsistent with the Idaho Nonprofit Corporation Act.

## ARTICLE IV

## ARTICLE V

Art. of Inc. -1

## **ARTICLE VI**

The Corporation shall have members who shall have rights as are provided for in the Idaho Nonprofit Corporation Law and which are consistent with the management authority that these Article grant the Board of Directors of the Corporation. The methods and conditions upon which members shall be accepted and discharged or expelled shall be as set forth in the By-Laws. Members voting rights shall be apportioned to their interest in the real property to which their membership is appurtenant.

## **ARTICLE VII**

This Corporation is a non-stock nonprofit Corporation and no dividends or pecuniary profits shall be declared or paid to its members. No part of the net earnings of this Corporation shall inure to the benefit of or be distributed to its members, directors, officers or other private persons except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in Article II.

## **ARTICLE VIII**

This Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of five members. The manner in which the directors are to be elected by the members shall be as set forth in the By-Laws.

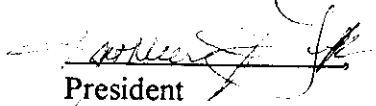
## **ARTICLE IX**

Assessments may be levied upon all members by the Corporation. The amount, notice of assessment, method of collection and interval of payment of such assessments shall be determined from time to time as the Board of Directors shall prescribe. Assessments may be enforced by action and by forfeiture of membership upon twenty (20) days notice given in writing. All assessments shall be secured by a lien upon the real property of which the membership rights are appurtenant.

The above Restated Articles set forth all the operative provisions of the Articles of Incorporation as Amended, and further set forth without change the corresponding provisions of the Articles of Incorporation as Amended and approved by the members of Emerald Estates Water Association, Inc., on the 18 day of May, 1995. These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

Executed in duplicate

May 18, 1995

  
President

Paul Frank  
Secretary

### VERIFICATION

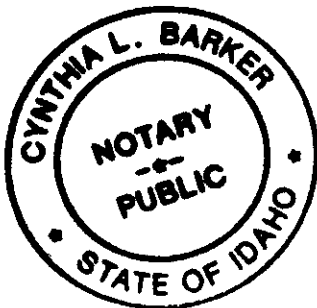
STATE OF IDAHO

County of Kootenai

I, Cynthia L. Barker, a Notary Public in and for the State of Idaho, do hereby certify that on this 18th day of May, 1995, personally appeared before me, Kathleen J. Leferink, who, being by me first duly sworn, declared that she is the President of the Emerald Estates Water Association, Inc., that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

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

(Notarial Seal)



  
Notary Public for Idaho

Residing At: Post Falls, ID

My Commission expires: 2-23-2001

**ARTICLES OF AMENDMENT  
OF THE  
EMERALD ESTATES WATER AND SEWER ASSOCIATION, INC.**

Pursuant to Idaho Code Sections 30-3-89 through 30-3093 of the Idaho Nonprofit Corporation Act of the State of Idaho, the EMERALD ESTATES WATER AND SEWER ASSOCIATION, INC., adopts the following Articles of Amendment to its Articles of Incorporation.

**1. The name of the corporation is the Emerald Estates Water and Sewer Association, Inc.**

**2. Article I of the Articles of Incorporation is amended to read as follows:**

**ARTICLE I.**

The name of the corporation is the Emerald Estates Water Association, Inc.

**3. Article II of the Articles of Incorporation is amended to read as follows:**

**ARTICLE II.**

The purposes for which this corporation is organized and will be operated are as follows:

A. To acquire, construct, maintain, and operate a private water system to supply water for domestic purposes in the plat of Emerald Estates and any and all addition thereto.

B. To exercise all powers, granted by law necessary and proper to carry out the above-stated purposes; including but not limited to the power to accept donations of money, real or personal property, or any thing of value.

C. The foregoing shall not be deemed to authorized or permit the Corporation to carry on any business for profit, or to authorize or permit the exercise any power inconsistent with the Idaho Nonprofit Corporation Act.

**4. Article III of the Articles of Incorporation is amended to read as follows:**

**ARTICLE III**

The place where the principle business of this Corporation is to be transacted is the County of Kootenai, State of Idaho, But the Corporation may maintain offices and places of business at such other places within the State of Idaho as the board of directors may determine.

5. **Article IV of the Articles of Incorporation is amended to read as follows:**

**ARTICLE IV**

The period of existence of this Corporation shall be perpetual.

6. **Article V of the Articles of Incorporation is amended to read as follows:**

**ARTICLE V**

The private property of the members shall not be subject to payment of Corporate debts to any extend whatsoever.

7. **Article VI of the Articles of Incorporation is amended to read as follows:**

**ARTICLE VI**

The Corporation shall have members who shall have rights as are provided for in the Idaho Nonprofit Corporation Law and which are consistent with the management authority that these Article grant the Board of Directors of the Corporation. The methods and conditions upon which members shall be accepted and discharged or expelled shall be as set forth in the By-Laws. Members voting rights shall be apportioned to their interest in the real property to which their membership is appurtenant.

8. **Article VII of the Articles of Incorporation is amended to read as follows:**

**ARTICLE VII**

This Corporation is a non-stock nonprofit Corporation and no dividends or pecuniary profits shall be declared or paid to its members. No part of the net earnings of this Corporation shall inure to the benefit of or be distributed to its members, directors, officers or other private persons except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in Article II.

9. **Article VIII of the Articles of Incorporation is amended to read as follows:**

**ARTICLE VIII**

This Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of five members. The manner in which the directors are to be elected by the members shall be as set forth in the By-Laws.

10. **Article IX of the Articles of Incorporation is amended to read as follows:**

**ARTICLE IX**

Assessments may be levied upon all members by the Corporation. The amount, notice of assessment, method of collection and interval of payment of such assessments shall be determined from time to time as the Board of Directors shall prescribe. Assessments may be enforced by action and by forfeiture of membership upon twenty (20) days notice given in writing. All assessments shall be secured by a lien upon the real property of which the membership rights are appurtenant.

## CERTIFICATE OF ADOPTION

The above amendments were adopted by the majority vote of the members at a meeting of members held on March 27, 1995, at which a quorum was present. Said amendment received at least the majority of votes which members present at such meeting in person or proxy were entitled.

Number of memberships outstanding: 190

Number of votes indisputable voting on the amendment. 19

Executed in duplicate

May 18, 1995

[Signature]  
President

Paul Evans  
Secretary

## VERIFICATION

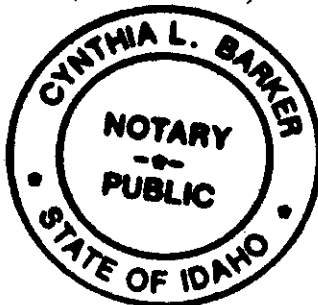
STATE OF IDAHO

County of Kootenai

I, Cynthia L. Barker, a Notary Public in and for the State of Idaho, do hereby certify that on this 18th day of May, 1995, personally appeared before me, Paul Evans, who, being by me first duly sworn, declared that she is the President of the Emerald Estates Water Association, Inc., that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

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

(Notarial Seal)



[Signature]  
Notary Public for Idaho

Residing At: Post Falls, Id.

My Commission expires: 2-23-2001