



**Department of State.**

**CERTIFICATE OF AMENDMENT  
OF**

**VILLA DEL RIO PROPERTY OWNERS' ASSOCIATION, INC.**

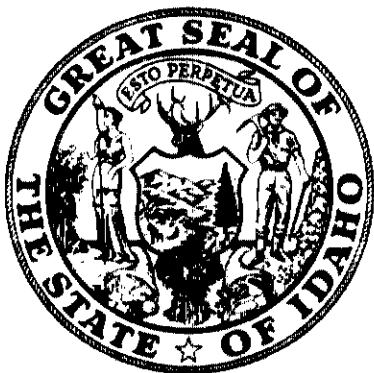
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**VILLA DEL RIO PROPERTY OWNERS' ASSOCIATION, INC.**

duly signed and verified 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 July 9, 19 81



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

SPECIAL MEETING OF THE  
DIRECTORS OF VILLA DEL RIO  
ESTATES PROPERTY OWNERS' -  
ASSOCIATION, INC.

JUL 9 8 21 AM '81  
SECRETARY OF STATE

A membership meeting of the Villa Del Rio Estates Property Owners Association, Inc. was held on May 5, 1981. A quorum was present and a majority vote given.

At the special meeting of the Board of Directors of Villa Del Rio Estates Property Owners' Association, Inc. held on May 5, 1981 at Twin Falls, Idaho, the following was adopted:

RESOLVED, that the Board of Directors of Villa Del Rio Estates Property Owners' Association, Inc. and the Property Owners present at such meeting as individuals do hereby Restate the Preamble and each and every Article, being Articles I through XI, of the original adopted Articles of Incorporation, dated September 2, 1980, as follows:

RESTATED  
ARTICLES OF INCORPORATION  
OF  
VILLA DEL RIO ESTATES PROPERTY OWNERS'  
ASSOCIATION, INC.

In compliance with the requirements of Title 30, Chapter 3, Idaho Code, State of Idaho, the undersigned, all of whom are residents of the State of Idaho and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Villa Del Rio Estates Property Owners' Association, Inc., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 2536 Kimberly Road, Twin Falls, Idaho 83301.

### ARTICLE III

S. M. Frank, whose address is Route #3, Woodridge Estates, Twin Falls, Idaho, is hereby appointed the initial registered agent of this Association.

### ARTICLE IV

#### PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

All that certain real property lying within the boundaries of Villa Del Rio Estates, Twin Falls County, Idaho, according to the Plat whereof recorded in Volume 12 of Plats, page 30, records of said County,

and to promote the health, safety and welfare of the residents within the abovescribed property and any additions thereto as may here after be brought within the jurisdiction of this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of County Recorder, Twin Falls County, Idaho and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members.

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

## ARTICLE V

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

## ARTICLE VI

### VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership;
- or
- (b) on December 31, 1984.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
M.B. Peperzak	Route 3, Twin Falls, Idaho
S.M. Frank	Route 3, Twin Falls, Idaho
D.G. Osterhout	360 Meadows Lane, Twin Falls, Idaho
Lyle Arnold	1740 Camarillo Way, Twin Falls, Idaho
Joan Brawley	842 Walnut Street North, Twin Falls, Idaho

At the first annual meeting the members shall elect two directors for a term of one year, two directors for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect two directors for a term of three years.

## ARTICLE VIII

### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The Corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 5 day of May, 1981.

Villa Del Rio Estates Property Owners'  
Association

BY: 

M.B. Peperzak  
Chairman of the Board

Attest:

BY: 

Joan Brawley  
Secretary

STATE OF IDAHO       )  
                          )  
COUNTY OF TWIN FALLS ) ss

I, Linda Baird, a Notary Public, do hereby certify that on this 5th day of May, 1981, personally appeared before me M.B. Peperzak and Joan Brawley, who, being by me first duly sworn, declared that they are the Chairman and Secretary, respectively, of Villa Del Rio Estates Property Owners' Association, Inc., that they signed the foregoing document as Chairman and Secretary of the corporation, and that the statements therein contained are true.

Linda Baird  
Notary Public for the State of Idaho  
Residing at Twin Falls

Seal

This certifies that the undersigned Directors and Property Owners of Villa Del Rio Estates Property Owners' Association, Inc. do hereby consent and agree to the within amendments in their entirety of the Declaration of Covenants, Conditions and Restrictions, the By-Laws and the Articles of Incorporation of Villa Del Rio Estates dated May 5, 1981.

DIRECTORS

  
M.B. PEPERZAK

  
S.M. FRANK

  
D.G. OSTERHOUT

  
LYLE ARNOLD

  
JOAN BRAWLEY

PROPERTY OWNERS

  
AURORA CAPITAL CORPORATION


  
LAWRENCE JONES

  
BETSY FLYE LOHSE

  
FLOYD MADDOCKS

  
THEOPHILE MARKOV

  
RANDALL SKEEM

  
TWIN FALLS PROPERTIES