

FILED EFFECTIVE

EXHIBIT "B"

2015 NOV 18 PM 4:26

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**SECRETARY OF STATE
STATE OF IDAHO**

THE TRAILS HOMEOWNER'S ASSOCIATION, INC.

Pursuant to Idaho Code §30-3-94, the undersigned, constituting all the Directors of the present non-profit corporation hereby submit the following as a Restatement of said corporation's Articles of Incorporation:

**ARTICLE I.
NAME**

The name of the corporation (hereinafter called the "Corporation") is The Trails Homeowner's Association, Inc.

**ARTICLE II.
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III.
PURPOSES AND POWERS**

The Corporation is not organized for profit and no part of gains or earnings shall inure to its members. 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 legal subdivision commonly known as THE TRAILS ("Subdivision") situated in Kootenai County, Idaho. The Corporation will also promote the health, safety and welfare of property owners within the Subdivision and any additions thereto. The additions may be brought within the jurisdiction of the Corporation in accordance with the Declarations of Covenants, Conditions and Restrictions, as the same may be amended from time-to-time (the "Declaration") for the Subdivision as recorded in the records of Kootenai County, Idaho. All definitions contained in the Declarations shall be applicable to these Articles and the Bylaws of this Corporation.

In furtherance of said purposes, and subject to the approval of members as may be required by law, the Declaration or the Bylaws, the Corporation shall have power to:

(a) Perform all of the duties and obligations of the Corporation as set forth in the Declaration;

(b) Fix, levy, collect and enforce assessments and fines as set forth in the Declaration or Bylaws, in a fair and equitable fashion and secure the payment of assessments through liens upon real property as allowed under Idaho law.

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(c) Pay all expenses and obligations incurred by the Corporation in the conduct of its business, including without limitation, all licenses, taxes or governmental charges levied or imposed against the Corporation's property;

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

(e) Make contracts and incur liabilities, borrow money and mortgage pledge, deed of trust or hypothecate and/or all of its real or personal property as security for money borrowed or debts incurred;

(f) Dedicate, sell, transfer or grant easements over all or part of any of the Corporation's property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;

(g) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional property to the Property managed by the Corporation;

(h) Litigate, mediate or arbitrate any and/or all corporate rights and obligations specified in law and/or by the Articles and Bylaws of the Corporation and/or Declaration. This Corporation, in addition to other provisions, may provide for the qualification of members, the terms and conditions of admission, the time, mode, condition and effect of expulsion or withdraw from the restoration of membership, admission fees, charges and assessments, and for reimbursement for services rendered to and expenses incurred on behalf of the Corporations by any member or officer of the Corporation, and such other rules and regulations as are not repugnant to the laws of the State of Idaho; and

(i) Have and exercise any and all powers, rights and privileges that a corporation organized under the Idaho Non-Profit Corporation Act law, as it exists now or hereafter.

ARTICLE IV. MEMBERS AND MEMBERSHIP

4.1 Non-Stock Corporation. Participation in management and ownership of the Corporation shall be by membership only. The Corporation shall issue no stock and shall have no shareholders.

4.2 Membership. The Owner of a Lot in the Subdivision shall automatically, upon becoming an Owner of any portion of the Property located in the Subdivision and the additions thereto (the "Project"), shall become a member of the Corporation. The member shall remain a member thereof until such time as the ownership ceases for any reason, at which time the membership in the Corporation shall automatically cease or in the event that the membership is suspended or terminated as provided in the Bylaws and Declaration. Membership and the voting rights (or suspension thereof) attendant to such membership shall be in accordance with these Articles of Incorporation and the Bylaws of the Corporation.

4.3 Transferred Membership. Membership in the Corporation shall not be transferred, pledged or alienated in any way, except upon the transfer of ownership of the Lot to which it is appurtenant in the Subdivision or its additions and then only to the new owner of such Lot. Any attempt to make a prohibited transfer is void. In the event the owner of any Lot should fail or refuse to transfer the membership registered in his/her name to the purchaser of his/her Lot, the Corporation shall have the right and authority to transfer to purchaser and to record the transfer upon the books of the Corporation; thereupon the old membership outstanding in the name of the seller shall be null and void.

4.4 Classes of Membership. The Corporation shall have multiple classes of voting membership established according to the following provisions:

(a) Class "A" Membership. Class "A" membership shall be held by each Owner of a Lot in the Subdivision other than LAKESIDE REAL ESTATE HOLDINGS I, LLC or assigns, specifically including but not limited to Coeur Development, LLC (collectively, the "Declarant"). Each Class "A" member shall be a non-voting member during the Declarant's control period, unless granted vote by the Board for a specific membership issue. Upon the end of the Declarant's Control Period (as defined herein), each Class "A" member will be entitled to one (1) vote for each Lot owned on all issues requiring member vote. If a Lot is owned by more than one person, each such person shall be a member of the Corporation, but there shall be no more than one (1) vote for each Lot. Such multiple owners shall otherwise have joint rights and obligations.

(b) Class "B" Membership. Class "B" membership shall be the membership held by the Declarant (or Declarant's designated successors). In the Declaration or amendment thereof as recorded in the records of Kootenai County, each Class "B" member shall be entitled to one (1) vote for each Lot owned. Lot shall mean each approved Lot or unit, according to the final plat or plats of the Subdivision as defined in the recorded Declaration. Class "B" members shall also be entitled to one (1) vote for the portion of the Subdivision but not yet platted. The Declarant's Designated Successor shall be a successor to the ownership to the entire undeveloped Subdivision as officially designated in writing by the Declarant. The Declarant's Control Period shall exist until the Class "B" membership no longer exists or upon the conversion of Class "B" membership to Class "A" membership or on the thirtieth (30th) anniversary of the recordation of the Declaration of Covenants, Conditions and Restrictions of the Subdivision ("Declaration"), whichever shall occur first. Class "B" members shall have the sole right and authority to convert to Class "A" at Declarant's sole discretion.

(c) Additional Class of Membership. If the Corporation desires to add additional classes of membership, it may do so through an amendment to the Bylaws. Nothing in these Articles shall prohibit the institution of additional classes.

4.5 Voting Requirements. Except where otherwise provided in the Declaration, these Articles of Incorporation or the Bylaws, any action required by the membership of the Corporation must have approval of the voting membership before being undertaken.

4.6 Limitation of Payment to Dissenting Member. Membership in the Corporation is appurtenant to and cannot be segregated from ownership of a Lot within the Subdivision.

Except upon dissolution of the Corporation and only consistent with Bylaws and Articles of Incorporation, a dissenting member shall not be entitled to any return of any contribution or other interest in the Corporation.

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be 1859 N. Lakewood Dr. Suite 301, Coeur d'Alene, Idaho 83814, and the name of its initial registered agent is Melissa S. Wells.

ARTICLE VI.
BOARD OF DIRECTORS; INCORPORATORS

The Board of Directors shall manage the affairs of the Corporation. The Board of Directors presently consists of three (3) directors, but may be converted to a larger number in accordance with the Bylaws upon the end of the Declarant's control period. Until the expanded Board exists, there is not a requirement that the directors be Members of the Corporation. After the end of the Declarant's Control Period, all directors must be Members of the Corporation. The number of directors may be increased by amendment of the Bylaws of the Corporation.

The present directors are:

<u>Name</u>	<u>Address</u>
Melissa S. Wells	1859 N. Lakewood Dr., Suite 301 Coeur d'Alene, ID 83814
Allen Dykes	1859 N. Lakewood Dr., Suite 204 Coeur d'Alene, ID 83814
J. Todd Taylor	601 W. Riverside, Suite 1500 Spokane, WA 99202

ARTICLE VII.
INCORPORATOR

The name and address of the incorporator of the Corporation, whose actions have heretofore been ratified and adopted as and for acts of the Corporation, was:

J. Todd Taylor
601 W. Riverside Avenue, Suite 1500
Spokane, WA 99201

ARTICLE VIII.
DISSOLUTION

In the event of dissolution, liquidation or winding up of the Corporation, none of the property or any proceeds of the Corporation shall be distributed to or divided among any of the directors of the Corporation or inure to the benefit of any individual. After all liabilities and obligations of the Corporation have been paid and discharged, all remaining property and assets of the Corporation shall be distributed to one or more organizations designated as follows:

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8.1 Plan of Distribution. Pursuant to a plan of distribution adopted as provided for under the Idaho Non-Profit Corporation Act as it now exists or as amended in the future; or

8.2 No Plan of Distribution. If there is no appropriate plan of distribution, as a court of competent jurisdiction may direct; provided, however, that such property shall be distributed only to organizations that shall comply with all of the following conditions:

(a) Each organization shall be organized under written Articles of Incorporation that comply with the requirements of the Internal Revenue Code necessary to qualify the organization as a tax exempt organization;

(b) Each organization shall be exempt from federal taxes by reason of Section 501, or other applicable sections, of the Internal Revenue Code as it may be amended in the future;

(c) Contributions to each such organization shall be deductible by reason of Section 170 of the Internal Revenue Code as it may be amended in the future; and

(d) Each organization shall be operated exclusively for a recognized exempt purpose, and the manner of operation of each organization shall be in compliance with the requirements to qualify the organization as an exempt organization.

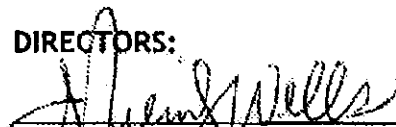
**ARTICLE IX.
AMENDMENT OF ARTICLES**

These Amended and Restated Articles shall be amended only by the vote or written assent of at least two-thirds (2/3) of a quorum of the voting power of the membership.

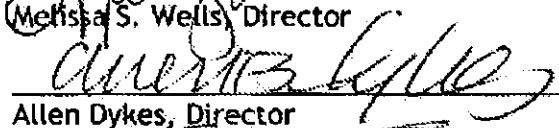
These Amended and Restated Articles will be effective upon filing.

Adopted and approved on the 13th day of November, 2015, by the undersigned Directors of the Corporation.

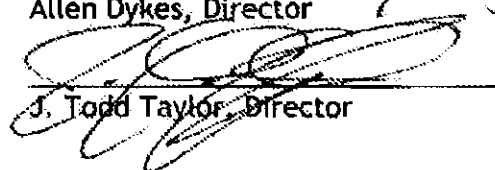
DIRECTORS:



Melissa S. Wells, Director



Allen Dykes, Director



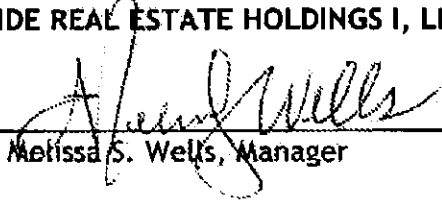
J. Todd Taylor, Director

CONSENTED AND AGREED:

DECLARANT:

LAKESIDE REAL ESTATE HOLDINGS I, LLC

By: _____


Melissa S. Wells, Manager

COEUR DEVELOPMENT, LLC

By: _____

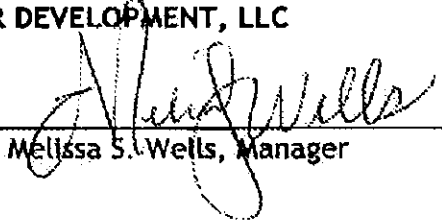

Melissa S. Wells, Manager

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