

FILED/EFFECTIVE

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**BEAR LAKE WEST HOMEOWNERS' ASSOCIATION, INC.
(an Idaho Nonprofit Corporation)**

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These Amended and Restated Articles of Incorporation were adopted by unanimous vote of the Board of Directors and by in excess of a two-thirds vote of shareholders at the combined Annual Meeting of the Directors and Shareholders on August 14, 1999, held at the Bear Lake West Clubhouse. A total of 626 shares were outstanding and entitled to vote on the Amended and Restated Articles. A total of 132 shares were represented in person and by proxy at said meeting. The Amended and Restated Articles were approved by the Shareholders by a vote of 114 in favor and 18 voted disapproval.

ARTICLE I.

The name of the corporation is BEAR LAKE WEST HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II.

The period of duration of the Corporation shall be perpetual.

ARTICLE III.

The Corporation is organized as a nonprofit corporation and is formed for and shall have the following purposes:

1. To permanently provide and contract for the maintenance of the common areas and of the recreational facilities in the common areas, maintenance, repair and reconstruction of the private roads in the Bear Lake West Homeowners' Association Subdivisions. To build, maintain, and operate a culinary water system to provide water to lot owners on a fee schedule.
2. To own, hold, buy, exchange, lease or in any manner acquire any property to establish thereon and to administer and enforce covenants, conditions, restrictions, reservations, servitude, profits, licenses, easements, liens or charges for the support and benefit of the Corporation and the welfare or betterment of the lot owners therein, to construct, install, extend, operate, maintain, repair

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and replace utilities, systems, services, or other facilities on such property for the welfare or betterment of the lot owners therein; to manage, regulate, and control the common or community use and enjoyment of such property, services, or facilities for the welfare or betterment of the lot owners therein; to lay out, open construct, and maintain private streets and roads on such property; and purchase, own, lease, and operate for the benefit and use of the lot owners recreational, eating and lodging facilities and to apply for and hold, sell, lease or convey franchises or apply for the transfer of licenses issued by governmental agencies pertaining to such recreational, eating, or lodging facilities, including the dispensing or sale of alcoholic beverages.

3. To do any and all things, whether or not herein mentioned, necessary or incidental to carrying out the purposes herein set forth. The Corporation shall have all powers conferred upon it by law unless inconsistent with the provisions of this Article.

ARTICLE IV.

The Corporation is a homeowners' association for the benefit of lot owners and the income of the Corporation shall consist of funds received from member shareholders for the sole purpose of paying the expenses hereinafter referred to in Article III, and the expense hereinafter referred to in Article VII, as well as expenses for capital improvements or the accumulation of reserves for capital improvements. The Corporation shall not be organized nor operated for profit, and shall not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE V.

The stock in the Corporation shall consist of 626 shares without par value.

ARTICLE VI.

1. The Corporation shall have members whose membership shall be evidenced by a share or shares of stock; membership in the Corporation shall be mandatory for the purchaser or purchasers of each lot; one share of stock of the Corporation shall be designated for each lot and each such share shall carry the number of the lot for which it is designated. The person or persons owning any such lot shall automatically become the owner of such share of stock, and the ownership of such share of stock shall automatically pass to each succeeding owner or owners of any such lot.

2. Members shall be entitled to one vote at any regular or special meeting of the members for each share of stock they hold as shown by the records of the Corporation.

3. At any regular or special meetings of the members, the presence, whether in person or by proxy, of members entitled to vote not less than ten percent (10%) of the total shares outstanding shall constitute a quorum for the transaction of business.

4. The membership rights (including voting rights) of any member may be suspended by action of the Board of Directors if such member shall have failed to pay when due any assessment or charge lawfully imposed by the Corporation upon him or any property owned by him, or if the member, his family, his tenants, or guests of any thereof, shall have violated any rule or regulation of the Corporation regarding the use of any property or conduct with respect thereto.

ARTICLE VII.

For the purposes herein mentioned in Article Iii and Article VII:

1. The stock of the Corporation shall be assessable on a pro rata basis in such amounts as may from time to time be levied at any regular or special meeting of the Board of Directors.

2. Each pro rata assessment so levied shall become a personal obligation of the owner or owners of each share of stock and shall also become a lien upon the lot represented by such share of stock until such assessment is paid; if such assessment is not paid within ninety (90) days of the due date for payment thereof as specified by the Board of Directors, interest will be assessed, enforcement of such personal obligation shall be taken by the Corporation by filing a lien with the county and further foreclosure proceedings in the appropriate Court, and the defaulting shareholder shall pay all costs and expenses of such action, including a reasonable attorney's fee.

ARTICLE IX.

1. The Corporation shall have seven (7) directors who shall constitute the Board of Directors and the governing body of the Corporation. Members of the Board shall hold office until the election of their successors. The members at each annual meeting shall elect two (2) directors for a term of three (3) years. Every third year three (3) directors shall be elected for three years.

2. Except as herein otherwise specified, the decision of a majority of the directors currently serving as such shall be required and shall be sufficient to authorize any action on behalf of the Corporation. Each director shall be entitled to one vote on every matter presented to the Board of Directors.

3. Each year, immediately following the election of directors, the Board of Directors

shall appoint the following officers of the Corporation: president, secretary, treasurer, and such other officers as the Board of Directors may, in its discretion, deem appropriate. The president shall also be a director.

4. Any meeting of the members or of the Board of Directors of the Corporation may be held within or outside the State of Idaho.

ARTICLE X.

The names and street addresses of the current Board of Directors are as follows:

Pauline L. Abbott, President	87 Cedar Hills Dr., Pocatello, ID 83204
Tom Ruppenthal, Treasurer	PO Box 83, Fish Haven, ID 83287
Jan Schroeder, Secretary	1544 Juniper Dr., Pocatello, ID 83204
Jim Allen, Director	PO Box 34, Fish Haven, ID 83287
Darren Lutz, Director	PO Box 68, Garden City, UT 84029
Lynn Lewis, Director	PO Box 97, Fish Haven, ID 83287
Richard Bodrero, Director	775 Elkhorn Dr., Nibley, UT 84321

ARTICLE XI.

The location and street address of the Corporation's ~~initial registered~~ office is as follows:

Bear Lake West Homeowner's Association Inc.
155 U.S. Highway 89
Fish Haven, Idaho 83287

The name and address of the current registered agent is:

Racine, Olson, Nye, Budge & Bailey, Chartered
201 E. Center
Pocatello, Idaho 83201

ARTICLE XII.

1. Amendments to these Articles of Incorporation may be proposed by the Board of Directors and adopted by a two-thirds majority vote of the shares represented in person or by proxy at the next regularly scheduled meeting of the members.

2. Bylaws for the regulation and management of the affairs of the Corporation may be

adopted, amended, and repealed by a two-thirds majority of the shares represented in person or by proxy at a regular meeting, or a special meeting called for that purpose, provided that a quorum as specified in the Bylaws of the Corporation or the laws of the State of Idaho be present at such meeting.

ARTICLE XIII.

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

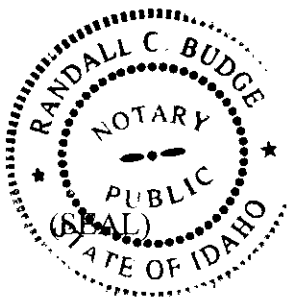
BEAR LAKE WEST HOMEOWNERS'
ASSOCIATION INC.

By Pauline L. Abbott
PAULINE L. ABBOTT, PRESIDENT

STATE OF IDAHO)
 : ss
County of Bannock)

On this _____ day of March, 2000, before me, the undersigned, a Notary Public in and for said state, personally appeared Pauline L. Abbott, known to me to be the President of Bear Lake West Homeowners' Association Inc., an Idaho corporation, the corporation that executed this instrument and the person who executed the instrument on behalf of said corporation, and duly acknowledged to me that said corporation executed the same.

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



Randall C. Budge
NOTARY PUBLIC FOR IDAHO,
Residing at Pocatello.
My Commission Expires: 10/11/2000