

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

MEADOW LAKE ESTATES PROPERTY OWNERS' ASSOCIATION, INC.

A NONPROFIT CORPORATION

Pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (Act), the Meadow Lake Estates Property Owners' Association, Inc. hereby adopts the following Amended and Restated Articles of Incorporation for the Corporation.

ARTICLE ONE

NAME

The name of the corporation shall be Meadow Lake Estates Property Owners' Association, Inc.

ARTICLE TWO

NON-PROFIT STATUS

This corporation shall be a nonprofit corporation.

ARTICLE THREE

DURATION

The period of this corporation shall be perpetual.

ARTICLE FOUR

PURPOSES

The purposes for which this corporation is organized are as follows:

(A) To perform the functions and provide service as set forth in the Declaration of Protective Covenants, Conditions and Restriction for Meadow Lake Estates, located in Valley County, Idaho, hereinafter referred to as the "Declaration."

(B) To be operated exclusively for the above-stated purposes and for other non-profit purposes within the meaning of Section 528 of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 528.

(C) 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, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed

under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE FIVE

NON-STOCK CORPORATION

This corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its members.

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ARTICLE SIX MEMBERS

The corporation shall have one (1) classes of membership in accordance with the Declaration of Covenants, Conditions and Restrictions and Corporate Bylaws.

ARTICLE SEVEN REGISTERED AGENT AND OFFICE

The street address of the current registered office of the corporation shall be 1634 Lake Ridge Drive, McCall, Idaho, 83638. The name of the corporation's current registered agent at such address is Robert Crawford.

The current mailing address for the corporation is PO Box 2223, McCall, ID 83638.

ARTICLE EIGHT DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of three (3) individuals. The Directors shall be elected by the membership or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the current Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Crawford	PO Box 2223, McCall, ID 83638
William S. McCandless	PO Box 2223, McCall, ID 83638
Tara Reeder	PO Box 2223, McCall, ID 83638

ARTICLE NINE LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article four hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislations, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE TEN DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, to such organization or organizations as shall at the time qualify as exempt organizations under Section 528 of the Internal Revenue Code of 1986, as

amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE ELEVEN ASSESSMENTS

Assessments shall be levied against the members in accordance with the Declaration. The amount and method of collection of said assessments shall be as provided in the Declaration. Assessments may be made enforceable by civil action upon notice given in writing twenty (20) days before commencement of such action. Assessments may be secured by a lien upon real property to which membership rights are appurtenant, and action may be brought to foreclose any such lien.

ARTICLE TWELVE BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

IN WITNESS WHEREOF the undersigned (i) certify and attest that, in accordance with Idaho Code Section 30-3-91, the foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MEADOW LAKE ESTATES PROPERTY OWNERS' ASSOCIATION, INC. has been approved by two-thirds (2/3) of the votes cast or a majority of the total voting power, whichever is less; and, (ii) confirm that 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 recorded with the Valley County, Idaho Recorder as Instrument No. 200530.

MEADOW LAKE ESTATES
PROPERTY OWNERS' ASSOCIATION, INC.

By: 

Print Name: WILLIAM S. McCANDLESS

Title: President

By: 

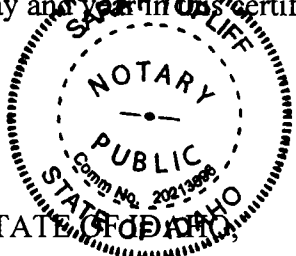
Print Name: SUSAN C. McCANDLESS

Title: Secretary

STATE OF IDAHO,)
(ss
County of Valley)

On this 22 day of September, 2021, before me, a Notary Public in and for said State, personally appeared WILLIAM S. McCANDLESS, **PRESIDENT** of the MEADOW LAKE ESTATES PROPERTY OWNERS' 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.

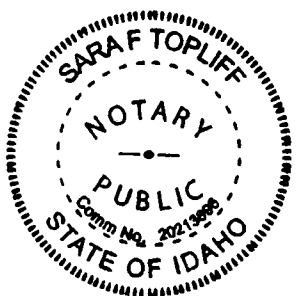



NOTARY PUBLIC FOR IDAHO
My Commission Expires: 8/16/2027

STATE OF IDAHO,)
(ss
County of Valley)

On this 22 day of September, 2021, before me, a Notary Public in and for said State, personally appeared SUSAN C. McCANDLESS, **SECRETARY** of the MEADOW LAKE ESTATES PROPERTY OWNERS' 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.




NOTARY PUBLIC FOR IDAHO
My Commission Expires: 8/16/2027

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Manner of Adoption Attachment

The Amendment consists of matters other than those described in Section 30-30-705, Idaho Code, and was, therefore adopted by the members at a membership meeting held on July 24, 2021.

- a. The number of members entitled to vote was: 41
- b. The number of members that voted for each amendment was: 28, resulting in 68% of the members voting in favor, which exceeds the percentage required for approval of the amendment.