

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GEE SUBDIVISION HOMEOWNERS, LTD.**

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The Articles of Incorporation of Gee Subdivision Homeowners, Ltd. (the "Corporation"), as amended, are hereby amended and restated in their entirety pursuant to these First Amended and Restated Articles of Incorporation in accordance with the Idaho Nonprofit Corporation Act, as it may be amended from time to time:

Article I.

The name of the Corporation is Gee Subdivision Homeowners, Ltd.

Article II.

The Corporation shall be a non-profit membership corporation where pecuniary profit is not an objective.

Article III.

The period of duration of the Corporation is perpetual.

Article IV.

The Corporation is organized and shall be operated as the management body for Gee Subdivision in Teton, Idaho, and shall perform the functions and provide the services contemplated in the Second Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Gee Subdivision recorded in the official records of Teton County, Idaho (as amended from time to time, the "**Declaration**").

Article V.

Subject to the purposes declared in Article IV, above, and any limitations herein expressed, the Corporation shall have and may exercise each and all of the following powers and privileges:

a. The power to do any and all things that the Corporation is authorized or required to do under the Declaration, as the same may from time to time be amended, including, without limitation, the specific power to fix, levy and collect the charges and assessments provided for in the Declaration and the Bylaws of the Corporation;

b. The power to purchase, acquire, own, hold, lease, mortgage, sell and dispose of any and all kinds and character of real, personal and mixed property, and while the owner of any of the foregoing, to exercise all rights, powers and privileges appertaining thereto; and

c. The power to do any and all things that a non-profit corporation may now or hereafter do under the laws of the State of Idaho.

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Article VI.

The principal office of the Corporation is located at 2535 N. Yellowstone Hwy, Idaho Falls, ID 83401. The physical and mailing address of the registered agent of the Corporation is 2383 Louise Ln, Idaho Falls, ID 83402, and the name of its registered agent at such address is Jason C. Tolman.

Article VII.

The Corporation shall have members, as defined in the Bylaws of the Corporation.

Article VIII.

Upon dissolution, the Corporation's assets shall be distributed to its members.

Article IX.

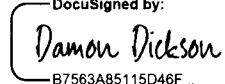
The number of Directors constituting the current Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as Directors until the next annual meeting of the members or until their successors are elected and shall qualify are:

	<u>NAME</u>	<u>MAILING ADDRESS</u>
1.	Tom Brenner	11284 Stanford Court Lane, Unit 302 Gold River, CA 37804
2.	Damon Dickson	4249 S. Tindaris Ave. Meridian, ID 83642
3.	Jason Tolman	2383 Louise Ln. Idaho Falls, ID 83402

The undersigned hereby certifies that these First Amended and Restated Articles of Incorporation consolidate all amendments into a single document and all amendments included in these First Amended and Restated Articles of Incorporation were duly approved and adopted by the Members of the Corporation of a duly noticed meeting of the Members of the Corporation on held on April 18, 2022.

Gee Subdivision Homeowners, Ltd.

Date: April 21, 2022

By: 
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Damon Dickson, Secretary

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**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
GEE SUBDIVISION HOMEOWNERS, LTD.**

- (a) **Name.** The name of the corporation is Gee Subdivision Homeowners, Ltd.
- (b) **Text of Amendment.** The articles of incorporation are amended and restated in their entirety. The text of the First Amended and Restated Articles of Incorporation is attached to this Certificate of Amendment and Restatement.
- (c) **Date of Adoption.** The First Amended and Restated Articles of Incorporation were adopted effective April 18, 2022.
- (d) **Manner of Approval.** Under the Idaho Nonprofit Corporation Act, the amendment of the articles of incorporation requires the approval of the corporation's members. There are 28 members of the corporation. The corporation has only one class of membership entitled to vote on the amendment and each member has the right to one vote on the amendment. The corporation held a properly noticed meeting of its members on April 18, 2022 to vote on the amendment. The total number of members present in person or by proxy was 22, which is sufficient to establish a quorum. The number of votes indisputably voting on the amendment was 22; 19 votes were cast in favor of the amendment, two abstained, and one voted against the amendment. The total votes in favor of the amendment were sufficient for approval of the First Amended and Restated Articles of Incorporation.

GEE SUBDIVISION HOMEOWNERS, LTD.

Date: April 21, 2022

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DocuSigned by:

By: B7563A85115D46F...
Name: Damon Dickson
Its: Secretary

CERTIFICATE OF AMENDMENT AND RESTATEMENT OF ARTICLES OF
INCORPORATION