

State of Idaho

Department of State

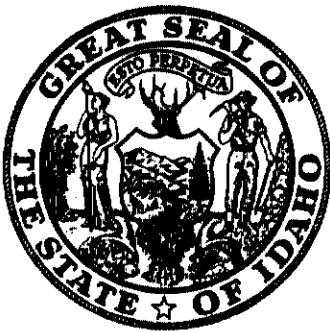
CERTIFICATE OF AMENDMENT OF

MARSHALL ASSOCIATES, 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 MARSHALL ASSOCIATES, INC. duly signed and verified pursuant to the provisions of the Idaho Business 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.

June 29, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Sheryl Davies*

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SEC. OF STATE

AMENDED AND RESTATED

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ARTICLES OF INCORPORATION

FOR

MARSHALL ASSOCIATES, INC.

The undersigned amend and restate the Articles of
Incorporation of Marshall Associates, Inc. as follows:

RESTATE ARTICLE 1

NAME

The name of the corporation shall be Marshall Associates,
Inc.

AMENDED ARTICLE 2

PURPOSE

The purpose for which this Corporation is organized is to
provide an entity to manage and operate the Marshall
Condominiums, a condominium located at 1501 Miller Avenue,
Burley, Cassia County, Idaho, more particularly described as
follows:

Lot 8 and the East 54.00 feet of Lot 7 in Block 167
of the Burley Townsite located in Section 20 of
Township 10 South, Range 23 East of the Boise
Meridian, Cassia County, State of Idaho.

The Corporation shall make no distribution of income to
members, directors or officers.

AMENDED AND RESTATED
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RESTATEDED ARTICLE 3

POWERS

The powers of the Corporation shall include:

1. The Corporation shall have all of the legal and
statutory power of a non-profit corporation which are not in
conflict with the terms of these Articles.

2. The Corporation shall have all of the powers and duties
set forth in the Condominium Property Act, Idaho Code § 55-1501
et seq. except as limited by these Articles and the Declaration
of Marshall Condominiums, and all of the powers and duties
reasonably necessary to operate the condominium as set forth in
the Declaration and as may be amended from time to time,
including but not limited to:

2.1. Make and collect assessments against members to
defray the costs, expenses and losses of the condominium.

2.2. Use the proceeds of assessments in the exercise
of its powers and duties.

2.3. Maintain, repair, replace and operate the
condominium property.

2.4. Purchase insurance upon the condominium property
and insurance for the protection of the Corporation and its
members.

2.5. Reconstruct improvements after casualty and to
further improve the property.

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3 2.6. Make and amend reasonable regulations and bylaws
respecting the use of the property of the condominium.

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5 2.7. Enforce by legal means the provisions of the
Condominium Property Act, the Declaration of Marshall
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Condominiums, these Articles, the Bylaws of the Corporation and
the other rules and regulations for the use of the condominium
property.

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11 2.8. Contract for the management of the condominium
and to delegate to such contractor all powers and duties of the
Corporation except such as are specifically required by the
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Declaration to require approval of the Board of Directors or the
membership of the Corporation.

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16 2.9. Contract for the management or operation of
portions of the common areas.

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18 2.10. Employ personnel to perform services required
for the proper operation of the condominium.

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20 3. All funds and titles of all properties acquired by the
Corporation and the proceeds thereof shall be held in trust for
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the members in accordance with the provisions of the Declaration,
these Articles and the Bylaws.

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23 4. The powers of the Corporation shall be subject to and
shall be exercised in accordance with the provisions of the
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Declaration of Condominium and the Bylaws of the Corporation.

RESTATEDED ARTICLE 4

MEMBERS

The members of the Corporation shall consist of all of the record owners of condominium units.

RESTATEDED ARTICLE 5

CHANGE OF MEMBERSHIP

Change of membership in the Corporation shall be established by the recording in the public records of Cassia County, Idaho of a deed or other instrument establishing a record title to a unit in the condominium and the delivery to the Corporation of a copy of such instrument indicating recording information. The owner designated by such instrument shall become a member of the Corporation. The membership of the prior owner shall be thereby terminated.

RESTATEDED ARTICLE 6

SHARE OF MEMBERSHIP

The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner except as is appurtenant to his condominium unit.

AMENDED ARTICLE 7

VOTING RIGHTS

The members of the Corporation shall be entitled to voting rights apportioned on the basis of the size of the unit owned by the member as follows:

<u>Owner</u>	<u>Number of Votes</u>
Unit 1	141
Unit 2	117
Unit 3	141
Unit 4	117
Unit 5	116
Unit 6	125
Unit 7	137
Unit 8	<u>106</u>
Total	1,000

RESTATEMENT ARTICLE 8

DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of one member representing each unit. If there is more than one owner of a unit, the owners of the unit shall designate one owner of a that unit to serve as a Director.

RESTATEMENT ARTICLE 9

INITIAL BOARD OF DIRECTORS

The initial Board of Directors who shall hold office until their successors are elected and qualified are: R. Jay Ward and Judy Ward, both of whom reside at 1534 Burton Avenue, Burley, Idaho 83318.

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RESTATEDED ARTICLE 10

OFFICERS

The affairs of the Corporation shall be administered by officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation. The officers shall serve at the pleasure of the Board of Directors.

RESTATEDED ARTICLE 11

INDEMNIFICATION

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Corporation, or any settlement thereof, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases where the Director or Officer is determined to have committed willful misfeasance or malfeasance in the performance of his or her duties. In the event of a settlement the indemnification described in this Article shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in

addition to and not exclusive of all other rights to which such
Director or Officer may be entitled.

RESTATEMENT ARTICLE 12

DURATION

The term of the Corporation shall be perpetual.

RESTATEMENT ARTICLE 13

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation will be located at 1501 Miller Avenue, Burley, Cassia County, Idaho and the initial registered agent located at such address is R. Jay Ward.

RESTATEMENT ARTICLE 14

INCORPORATORS

The names and addresses of the Incorporators are:

R. Jay Ward
1534 Burton Avenue
Burley, Idaho 83318

Judy Ward
1534 Burton Avenue
Burley, Idaho 83318

ARTICLE 15

AUTHORIZATION FOR AMENDMENT

The undersigned are the President, Secretary and all of the members of the corporation, the amendments stated herein were adopted at a meeting of the corporation held June 4, 1992, all members were present at the meeting and all members voted for the amendment and by signing these Articles, all members are

consenting in writing to the amendments.

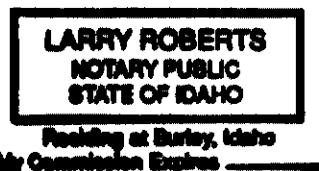
DATED this 25th day of June, 1992.

R. Jay Ward

Judy Ward

STATE OF IDAHO)
County of Cassia)

I, Harry Roberts, a Notary Public, do hereby certify that on this 25th day of June, 1992, personally appeared before me R. JAY WARD, who being by me first duly sworn, declared that he signed the foregoing document, and that the statements therein contained are true.



Notary Public for Idaho
Residing at Burley, Idaho
My commission expires on 6-30-97

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