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# 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*

RECEIVED  
SEC. OF STATE

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

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FOR

MARSHALL ASSOCIATES, INC.

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

RESTATED 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.

RESTATED 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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2  
3 2.6. Make and amend reasonable regulations and bylaws  
4 respecting the use of the property of the condominium.

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

10 2.8. Contract for the management of the condominium  
11 and to delegate to such contractor all powers and duties of the  
12 Corporation except such as are specifically required by the  
13 Declaration to require approval of the Board of Directors or the  
14 membership of the Corporation.

15 2.9. Contract for the management or operation of  
16 portions of the common areas.

17 2.10. Employ personnel to perform services required  
18 for the proper operation of the condominium.

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

23 4. The powers of the Corporation shall be subject to and  
24 shall be exercised in accordance with the provisions of the  
25 Declaration of Condominium and the Bylaws of the Corporation.  
26

RESTATED ARTICLE 4

MEMBERS

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

RESTATED 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.

RESTATED 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

RESTATED 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.

RESTATED 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.

RESTATED 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.

RESTATED 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

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2  
3 addition to and not exclusive of all other rights to which such  
4 Director or Officer may be entitled.

5 RESTATED ARTICLE 12

6 DURATION

7 The term of the Corporation shall be perpetual.

8 RESTATED ARTICLE 13

9 REGISTERED OFFICE AND AGENT

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

14 RESTATED ARTICLE 14

15 INCORPORATORS

16 The names and addresses of the Incorporators are:

17 R. Jay Ward  
18 1534 Burton Avenue  
Burley, Idaho 83318

Judy Ward  
1534 Burton Avenue  
Burley, Idaho 83318

19  
20 ARTICLE 15

21 AUTHORIZATION FOR AMENDMENT

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

consenting in writing to the amendments.

DATED this 25<sup>th</sup> day of June, 1992.

R. Jay Ward  
R. Jay Ward

Judy Ward  
Judy Ward

STATE OF IDAHO )  
County of Cassia ) ss

I, Larry Roberts, a Notary Public, do hereby certify that on this 25<sup>th</sup> 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.

LARRY ROBERTS  
NOTARY PUBLIC  
STATE OF IDAHO

Residing at Burley, Idaho  
My Commission Expires \_\_\_\_\_

Larry Roberts  
Notary Public for Idaho  
Residing at Burley, Idaho  
My commission expires on 6.30.97.

PARSONS, SMITH, STONE & FLETCHER  
LAWYERS  
BURLEY, IDAHO