



**Department of State.**

**CERTIFICATE OF AMENDMENT  
OF**

**SPRING MEADOW MASTER ASSOCIATION, INC.**

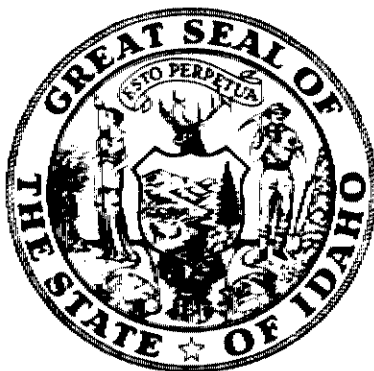
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**SPRING MEADOW MASTER ASSOCIATION, INC.**

duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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.

Dated \_\_\_\_\_ **October 12** , 19 **90** .



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

SEP 13 10 59 AM '90 OF

SECRETARY OF STATE  
SPRING MEADOW MASTER ASSOCIATION, INC.

Oct 12 12 26 PM '90  
SECRETARY OF S

KNOW ALL MEN BY THESE PRESENTS:

The undersigned have formed a non-profit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, does hereby certify, declare and adopt the following Amended and Restated Articles of Incorporation amending, replacing and superseding those Articles of Incorporation of Spring Meadow Master Association, Inc. which were originally filed with the Department of State for the State of Idaho on October 26, 1987, File No. 85087. These Amended and Restated Articles were adopted effective the 30th day of May, 1990, at a general meeting of Members of the Spring Meadow Master Association at which a quorum was present, and at which a majority voted in favor of the amendment.

ARTICLE I

NAME

The name of the corporation shall be SPRING MEADOW MASTER ASSOCIATION, INC., hereinafter referred to as "Master Association," or "Association."

ARTICLE II

TERM

The period of existence and duration of the life of this corporation shall be perpetual.

### ARTICLE III

#### NON-PROFIT

This corporation shall be a non-profit, membership corporation.

### ARTICLE IV

#### REGISTERED AGENT

The location and street address of the initial registered office of this corporation shall be 380 East Park Center Blvd., Boise, Idaho 83702, and Greg Lansberry is hereby appointed the registered agent of the Association.

### ARTICLE V

#### PURPOSE AND POWERS OF THE ASSOCIATION

The purpose of the amendment and restatement of the herein Articles of Incorporation is among other things to consolidate all homeowner association responsibilities within the Spring Meadow Subdivision, deleting provisions allowing for further annexation of additional properties to the Spring Meadow Subdivision and other non-applicable provisions. This corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, operation and preservation of the Common Areas, water rights, and other assets owned by the Master Association; to provide for the architectural control of the Property covered by the Master Declaration of Covenants, Conditions and Restrictions for Spring Meadow recorded in the Office of the County Recorder, Ada County, Idaho (Master Declaration); and to promote the health, safety and welfare of the residents within the Property Covered, and for this purpose to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Master Association as set forth in the Master Declaration applicable to the Property and as the same may be amended from time to time as therein provided, said Master Declaration being incorporated herein as if set forth at length;

(B) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Master Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Master Declaration, including all licenses, taxes or governmental charges levied or imposed against the Common Area owner by the Master Association;

(C) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, to convey licenses, easement and rights of way, or otherwise dispose of real or personal property, including water rights, in connection with the affairs of the Master Association under the limitations imposed by the Master Declaration;

(D) Borrow money, and with the assent of Members holding two-thirds (2/3) of votes of all members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(E) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed

to by the Members or set forth in the Master Declaration. No such dedication or transfer shall be effective unless an instrument has been signed by Members holding two-thirds (2/3) of votes of all Members, agreeing to such dedication, sale or transfer and which otherwise conforms to the limitations imposed by the Master Declaration;

(F) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall comply with the requirements of the Master Declaration;

(G) To promulgate by majority vote of the Board rules and regulations governing conduct upon and use of Common Area, streets, and waterways under the jurisdiction and control of the Master Association, to impose fines and forfeitures for violation of Association rules and regulations, and establish procedures for use in the conduct of business of the Association.

(H) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-profit Corporation Law of the State of Idaho may be law nor or hereafter have or exercise, subject only to limitations contained in the By-Laws and the Master Declaration and the amendments and supplements thereto.

#### ARTICLE VI

##### MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Building Lot or other Property Unit which is subject to the Master Declaration, including contract

sellers, shall be a Member of the Master Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Tract, Building Lot or other Property Unit which is subject to the Master Declaration. No owner shall have more than one membership in the Master Association.

## ARTICLE VII

### VOTING RIGHTS

The Master Association shall have two classes of voting membership:

(A) Class A. Class A Members shall be all Owners excepting Grantor. Class A Members shall be entitled to one vote for each Property Unit existing on the day of the vote. Property Unit shall be as defined in the Declaration. The Grantor shall become a Class A Member when the Class B Membership ceases as described in paragraph VII(B), with Grantor remaining an Owner.

(B) Class B. The Class B Member shall be the Grantor, who shall be entitled to five (5) votes for each Property Unit of which Grantor is the Owner.

The Class B Member shall cease to be a voting Member in the Master Association when the total cumulative votes of the Class A Members equal or excess the total vote of the Class B Member provided that the Class B membership shall not cease before the expiration of ten (10) years from the date on which the first Building Lot is sole to an Owner.

All contracts for management of any Common Area shall be for

a term not exceeding one year and be subject to review by the Board upon termination of the Class B Membership.

## ARTICLE VIII

### MEMBERSHIP

Members of the Master Association must be and remain Owners of Building Lots or other Property Units within the Property subject to the Master Declaration, and the Master Association shall include as Members all Owners.

## ARTICLE IX

### BOARD OF DIRECTORS

Board of Directors and Officer. The affairs of the Association shall be conducted and managed by the Board of not less than three (3) or more than seven (7) Directors ("Board") and such officers as the Directors may elect or appoint, in accordance with the Articles and By-Laws, as the same may be amended from time to time. The current Board of Directors of the Master Association, having been duly elected in accordance with the provisions set forth in the By-Laws, shall hold office until the next annual meeting, at which time a new Board of Directors shall be elected. The names and addresses of the persons currently acting in the capacity of Directors until the selection of their successors are:

A. C. Jones, President

Don Keirn, Vice President

Barbara Erickson, Secretary-Treasurer

Each of the directors has an address in care of 380 East Park Center Blvd., Boise, Idaho 83702.

## ARTICLE X

### ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the Master Declaration and for the payment and discharge of the liabilities of the Master Association as provided for in the Master Declaration and as set forth in the By-Laws of the Master Association.

## ARTICLE XI

### BY-LAWS

The By-Laws of this corporation may be altered, amended, or new By-Laws adopted by any regular or any special meeting of the Master Association called for that purpose by the affirmative votes of Members holding two-thirds (2/3) of the votes of all Members.

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the Master Association, and the Members for the payment of Assessments, the By-Laws may incorporate by reference the provisions of the Master Declaration.

## ARTICLE XII

### DISSOLUTION

Subject to the provisions as to mortgage protection set forth in the Master Declaration, the Master Association may be dissolved, or at any regular or special meeting of the Master Association called for that purpose by the affirmative votes of Members holding not less than three-fourths (3/4) of the votes of each class of Members approving a Resolution Dissolution. Upon dissolution of the Master Association, other than incident to a merger or consolidation, the assets of the Master Association shall be



dedicated to an appropriate public agency to be used for purposes similar to those for which this Master Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE XIII

##### AMENDMENTS

Amendment of these Articles shall require the assent of Members holding not less than three-fourths (3/4) of the votes of all Members, and when required by the Declaration, the consent of first mortgagees on Property Unit(s) who have requested the Association in writing to provide them notice of proposed action which affects their interests. No amendment which is inconsistent with the provisions of the Master Declaration shall be valid.

#### ARTICLE XIV

##### FHLMC/GNMA/FNMA APPROVAL

The following actions and such other actions as are specified in the Master Declaration may require the prior approval as specified in the Master Declaration, of the Federal Home Loan Mortgage Corporation (FHLMC), Government National Mortgage Association (GNMA) and the Federal National Mortgage Association (FNMA) and such other agencies as are specified in the Master Declaration: mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles, and such other matters as are specified in the Master Declaration.

ARTICLE XV

MEANING OF TERMS

All terms appearing herein initially capitalized shall have the same meaning as are applied to such terms in the Declaration, which terms include without limitation: "Articles," "Assessments," "Board," "Building Lot," "By-Laws," "Common Area," "Grantor," "Member," "Property," "Property Covered," "Property Unit," and "Owner."

ARTICLE XVI

GREG LANSBERRY, whose street address is 380 East ParkCenter Blvd., Idaho 83702 shall be the incorporator of the Corporation.


IN WITNESS WHEREOF, I have hereunto set my hand and seal to these Amended and Restated Articles of Incorporation this 29th day of MAY, 1990.

  
Greg Lansberry, Incorporator


STATE OF IDAHO            )  
                                  ) ss.  
County of Ada            )

On this 26th day of JUNE, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared GREG LANSBERRY, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same as Incorporator of the SPRING MEADOW MASTER ASSOCIATION.

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  
Residing at Boise, Idaho  
My commission expires: 2-18-92

The undersigned being the President and Secretary of the Spring Meadow Master Association, Inc. hereby acknowledge that the foregoing Amended and Restated Articles of Incorporation of Spring Meadow Master Association were adopted following a general meeting of the Members of Spring Meadow Master Association, Inc., convened upon due notice on May 30th, 1990, at which a quorum was present, and a majority voted in favor of the amendment.


  
A. C. Jones, M.D., President

  
Barbara Erickson, Secretary

#### VERIFICATION

STATE OF IDAHO )  
                  ) ss.  
County of Ada )

I, Judith K. Holcumb, a notary public, do hereby certify that on this 11th day of September, 1990, personally appeared before me A. C. Jones and Barbara Erickson, who, being by me first duly sworn, declare that they are the President and Secretary of the Spring Meadow Master Association, Inc., an Idaho non-profit corporation, that they signed the foregoing document as officers of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: 8-18-93