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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
THE VILLAGE GREEN AT THE VALLEY CLUB HOMEOWNERS
ASSOCIATION, INC.**

These Articles of Amendment to the Articles of Incorporation of The Village Green at the Valley Club Homeowners Association, Inc., an Idaho nonprofit corporation ("Corporation"), are hereby executed by the Corporation pursuant to the Idaho Nonprofit Corporation Act, Idaho Code § 30-3-89.

The Articles of Incorporation of the Corporation, filed with the Idaho Secretary of State on March 22, 2006, are hereby amended, restated, superseded and replaced in their entirety with the following:

**ARTICLE I.
NAME**

The name of the Corporation shall be THE VILLAGE GREEN AT THE VALLEY CLUB HOMEOWNERS ASSOCIATION, INC.

**ARTICLE II.
DURATION**

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

**ARTICLE III.
NONPROFIT CORPORATION**

This Corporation shall be a non-profit membership corporation.

**ARTICLE IV.
REGISTERED OFFICE AND AGENT**

The location and post office address of the registered office of this Corporation is the office of Lawson Laski Clark & Pogue, PLLC, 675 Sun Valley Road, Suite A, Ketchum, Idaho; PO Box 3310, Ketchum, Idaho 83340. The name of the registered agent of this Corporation at that address is Lawson Laski Clark & Pogue, PLLC.

**ARTICLE V.
PURPOSES**

A. The nature of the business and the object and purpose of the Corporation shall be as follows:

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1. To function as a property owners' association, and in that capacity, to undertake all duties and obligations imposed upon it by the Third Amended and Restated Declaration of Covenants, Conditions, and Restrictions for the Village Green at the Valley Club Subdivision, dated August 29, 2012, and any subsequent amendments thereto, (hereinafter referred to as the "Declaration"). All of the words or terms, which are capitalized herein, shall have the same meaning and definition as contained the Declaration, which definitions are incorporated herein by reference.

2. To form an association in which the rights, privileges, burdens, responsibilities and interest of all members shall be based upon the ownership of each. This Corporation shall have all powers incidental to a corporate structure except as its powers are restricted in the Declaration, and otherwise shall act and be operated as a "homeowners association" as defined in Section 528 of the Internal Revenue Code of 1986, as amended.

3. To receive and accept, and to be obligated to receive and accept from the Declarant, grants of rights, title and interest in Association property, and to assume the functions and obligations imposed upon the Association as provided for under the Declaration. All Association property, both real and personal, received and accepted by the Corporation shall be held for the benefit and use of the Members of the Association or as otherwise set forth in the Declaration.

4. To prosecute any violation in law or equity against any person or persons who violate or attempt to violate any provisions of the Declaration, and to do all acts *reasonably necessary and convenient to carry out all of the provisions of the Declaration.*

5. To receive and accept, to take and to hold, directly or indirectly, by request, devise, gift, purchase or lease, either absolutely or in trust, any real or person property without limitation as to amount or value for any of the purposes and objectives set forth in these Articles of Incorporation.

6. To levy General Assessments, Specific Assessments and Special Assessments to fulfill the obligations and purposes set forth in these Articles of Incorporation and the Declaration,

B. In addition to the foregoing, where not inconsistent with the laws of the State of Idaho, and in particular the Idaho Nonprofit Corporation Act or the Declaration, the Corporation shall have the following powers:

1. To buy, sell, acquire, hold or mortgage, or enter into security agreements, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property and goods and chattels.

2. To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of real property, improvements, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein.

3. To borrow money, to draw, make, accept, enforce, transfer and execute promissory notes, debentures and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this Corporation.

4. To have one or more offices to carry on all or any part or its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Association, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees or otherwise, and either alone or in connection with any firm, person, association or corporation.

5. The foregoing clauses are to be construed both as objects and powers. As hereby expressly provided, an enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the Corporation. The Corporation shall have the power to do all acts that are necessary and convenient to obtain the objects and purposes herein set forth to the same extent as fully as any natural person could or might do, within the framework of these Articles of Incorporation, the Declaration, and the Idaho state law, including the Idaho Nonprofit Corporation Act.

ARTICLE VI.

ASSETS AND INCOME

In no event shall any income or assets of the Corporation be distributed to or inure to the benefit of any Member, director or officer hereof, either directly or indirectly, other than as bona fide expenses in carrying out the instructions and directions of the Board of Directors and the officers in order to accomplish and achieve the purpose and objectives of the Corporation.

ARTICLE VII.

MEMBERSHIP

A. The Corporation shall not issue any capital stock but the Secretary of the Corporation shall maintain an official Membership List of each member hereof, including the Declarant, under the terms and conditions set forth in the Declaration and herein. Each Owner, including Declarant, of a Lot or a Unit, by virtue of being such an Owner and for so long as he, she or it is such an Owner, shall be deemed a Member of the Association and have such membership by classification and proportional voting and other membership rights as set forth in the Declaration. The Association membership of each Owner, including the Declarant, shall be appurtenant to each of said Lots and Units shall not be transferred, pledged or alienated in any way except upon the transfer of title to each of said Lots or Units, and then only to the transferee of title to said Lot or Unit.

B. There shall be three (3) classes of membership as set forth in the Declaration. Members of each classification of membership shall be Owners and each shall be entitled to the number of votes as set forth in the Declaration.

C. Subsections A and B of this Article shall not be amended without the consent of one hundred percent (100%) of the Members.

ARTICLE VIII. **ASSESSMENTS**

Each Member shall be liable for payment of all General Assessments, Special Assessments, Specific Assessments and other assessments provided for in the Declaration, and for payment of discharge of the liabilities of the Corporation as provided for in the Declaration and as set forth in the Bylaws of the Corporation. Such assessments shall a lien upon each Lot and Unit to which the membership right is appurtenant until paid, and the Corporation may collect same by civil action and otherwise as set forth in the Declaration.

ARTICLE IX. **BOARD OF DIRECTORS**

A. The business of the corporation shall be managed by a Board of Directors established pursuant to the provisions of the Bylaws of the Corporation. A Director shall hold office for the term for which he or she has named or elected, and until his or her successor is elected and qualified. The Board of Directors shall consist of five (5) Directors, three (3) Lot Directors and two (2) Condominium Directors. The number of Directors may be increased in accordance with the Bylaws.

B. The names the Directors, are as follows:

1. Lot Directors:

Jack Bariteau
Ted Fouts
John Kohler

2. Condominium Directors:

Tim Wolff
Jared Black

C. The method of election, removal, and filling of vacancies on the Board of Directors and the term of office of Directors shall be as set forth in the Bylaws.

ARTICLE X.
LIABILITY OF DIRECTORS

A. To the fullest extent that the Idaho Nonprofit Corporation Act and the laws of the State of Idaho, as it exists on the date thereof or as it may hereafter be amended, permits the limitation or elimination of the liability of Directors, no Director of the Association shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a Director, and the Corporation shall have the power to indemnify its officers, Directors, employees and agents.

B. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Association for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE XI.
AMENDMENTS

Amendments to these Articles of Incorporation may be proposed and adopted as provided in the Idaho Nonprofit Corporations Act; provided, no amendment may be in conflict with the Declaration, and provided, further, no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration. Any proposed amendment must be approved by Members representing each class of membership in the Association as set forth in the Declaration.

ARTICLE XII.
DISSOLUTION

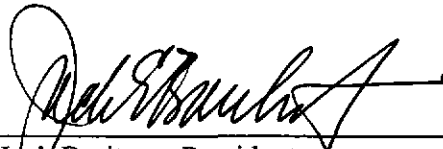
Upon dissolution, the assets of the Corporation shall first be distributed toward the payment of its outstanding indebtedness, with the remainder, if any, then distributed to the Members, all in compliance with the Idaho Nonprofit Corporation Act.

ARTICLE XIII.
BY-LAWS

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

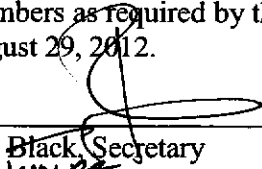
IN WITNESS WHEREOF, the Corporation has executed these Articles of Amendment this 12th day of October, 2012.

THE VILLAGE GREEN AT THE VALLEY
CLUB HOMEOWNERS ASSOCIATION,
INC., an Idaho nonprofit corporation

By 

Jack Bariteau, President

I, Tim Black, the Secretary of The Village Green at the Valley Club Homeowners Association Inc., hereby certify that these Articles of Amendment were approved by the requisite number of Members as required by the Declaration at a meeting of the Members that was duly called and held August 29, 2012.

By: 

Tim Black, Secretary

Date: Oct. 12, 2012