

FILED EFFECTIVE

AUTUMN ARBOR TOWNHOUSE ASSOCIATION, INC.

2012 DEC 31 PM 1:43

SECOND RESTATED

ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

In compliance with the requirements of the laws of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly Title 30, Chapter 3, Idaho Code, the undersigned natural persons, each of whom are of full age and residents of the United States, do hereby as the Board of Directors adopt the following Restated Articles of Incorporation and certify:

ARTICLE I: NAME

The name of the corporation is AUTUMN ARBOR TOWNHOUSE ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II: REGISTERED AGENT

The registered agent is the current president of the Association, James Dennis, and the registered and principal office of the Association is located at 44 South 2nd East #6, Rexburg, Idaho 83440.

ARTICLE III: PURPOSE AND POWERS OF THE ASSOCIATION

This Corporation shall be a non-profit, membership corporation. The purposes of this Association shall be to provide for maintenance, preservation and control of the Common Area in AUTUMN ARBOR TOWNHOUSE SUBDIVISION, Madison County, Idaho, and any additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation as provided in Covenants referred to below, and to promote the recreation, health, safety and welfare of the members hereof, and for this purpose to:

- a. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereafter called the "Declaration," applicable to the property recorded in the Office of the County Recorder of Madison County, Idaho at Rexburg, Idaho and as the same may be amended from time to time as therein provided, said 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 Declaration; to pay all expenses in connection therewith and all of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- c. Acquire (by gift purchase or otherwise), own, sell, hold, improve, build upon, operate, maintain, convey, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

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- d. Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to those restrictions contained in the Declaration and any amendments thereto;
- e. Dedicate, sell or transfer all or any part of the Common Area, to any public agency, authority, utility for such purposes and subject to those restrictions contained in the Declaration and any amendments thereto;
- f. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, subject to those restrictions contained in the Declaration and any amendments thereto; and
- g. Have and to exercise any and all powers, rights and privileges which a corporation organized under the laws for general nonprofit corporations in the State of Idaho by law may now or hereafter have or exercise.

ARTICLE IV: MEMBERSHIP

There shall be twenty-two (22) members in the Association. Every person or entity who is a record owner of a fee or which is subject by covenants of record to assessment by the Association shall be a member of the Association. Each member shall enjoy those property rights defined in Article IV of the Declaration and amendments thereto.

ARTICLE V: VOTING RIGHTS

Each member of the Association shall be entitled to one vote. A simple majority (51%) of the members of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members.

ARTICLE VI: BOARD OF DIRECTORS

The affairs of the Association may be managed by a Board of three (3) Directors, who must be members of the Association, at meetings duly held pursuant to the By-laws and at which a quorum is present in person or by proxy. A quorum shall consist of a majority of the Directors. The Board, by majority vote, may remove an officer of the Association.

The members shall elect one director each year for a term of three years. Vacancies during the terms shall be filled by an interim director who shall be elected by a majority vote of a quorum of the members. The interim director shall complete the term of the director who is leaving.

The names and addresses of the current directors and the dates their current terms will expire are as follows:

- a. Janell Greenwood, 3970 S. Taylorview Lane, Ammon, Idaho 83406. Term Expires: January 2013;
- b. Terry Groll, 1008 N. 2nd E., Rexburg, Idaho 83440. Term Expires: January 2014; and
- c. James Dennis, 44 South 2nd East #6, Rexburg, Idaho 83440. Term Expires: January 2015.

ARTICLE VII: DISSOLUTION

Subject to prior notice and written consent of seventy-five percent (75%) of the first mortgagees (based upon one vote for each mortgagee), the association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. No part of the assets of such dissolution shall inure to the benefit of any member.

ARTICLE VIII: DURATION

The corporation shall exist perpetually.

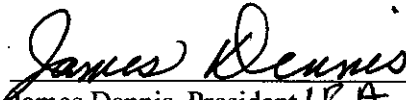
ARTICLE IX: ORIGINAL INCORPORATOR

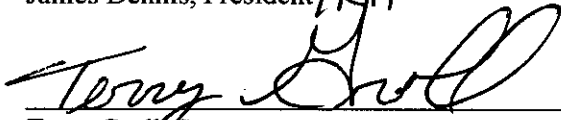
The name of the original incorporator is Ross N. Reese.

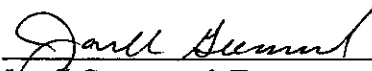
ARTICLE X: AMENDMENTS

Amendments to these Articles shall require the assent of 2/3 of a quorum (as defined in Article 5) at any members' meeting in which prior notice has been given to the members in a fair and reasonable manner that amendments to these articles will be discussed or considered.

DATED this 21st day of December, 2012.


James Dennis, President / RA

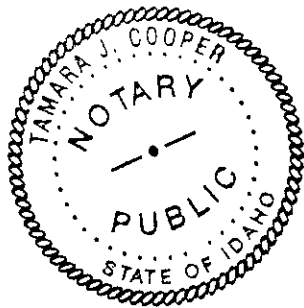

Terry Groh, Secretary


Janell Greenwood, Treasurer

STATE OF IDAHO)
) ss
County of Madison)

On this 21st day of December, in the year 2012, before me personally appeared James Dennis, Terry Groll, and Janell Greenwood, known or identified to me (or proved to me by oath) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, the day and year in this certificate first above written.



Tamara J Cooper
Notary Public for Idaho
Residing at Reelburg
My commission expires: 2/6/18



ARTICLES OF AMENDMENT (Non-profit)

2012 DEC 31 AM 9:18

To the Secretary of State of the State of Idaho

Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned
non-profit corporation amends its articles of incorporation as
follows:

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

Autumn Arbor Townhouse Association, Inc.

If the corporation has been administratively dissolved and the corporate name is no longer
available for use, the amendment(s) below must include a change of corporate name.

2. The text of each amendment is as follows:

See attached.

3. The date of adoption of the amendment(s) was: Oct 9, 2012

4. Manner of adoption (check one):

- ☐ Each amendment consists exclusively of matters which do not require member approval pursuant to
section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)
- a. The number of directors entitled to vote was: _____
- b. The number of directors that voted for each amendment was: _____
- c. The number of directors that voted against each amendment was: _____

- ☒ The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was,
therefore adopted by the members. (Please fill spaces below)

a. The number of members entitled to vote
was: 12 of 22 (10 weren't in attendance which
is in accordance w/ the bylaws)

b. The number of members that voted for each
amendment was: 12

c. The number of members that voted against
each amendment was: 0

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

Dated: 12/7/2012Signature: Janelle GreenwoodTyped Name: JANELLE GREENWOODCapacity: TREASURER

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Revised 10/2003

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