

FILED EFFECTIVE

Amendment and Restated Articles of Incorporation Pursuant to Sections 30-3-93 and 30-3-94 of the Idaho Code of the Idaho Nonprofit Corporation Act, the undersigned nonprofit corporation adopts the following Amendment and Restates its Articles of Incorporation.

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ARTICLES OF INCORPORATION

Harvest Vista Estates Homeowners' Association, Inc

In compliance with the requirements of the State of Idaho, The United States of America, the undersigned, all of who are residents of The United States, and all of whom are of full ages, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation shall be Harvest Vista Estates Homeowners Association, Inc., also known as Harvest Vista Homeowners Association hereafter called the "Association."

ARTICLE II

The office of the Association is located at 7686 Amberview Court, Lewiston, Idaho 83501.

ARTICLE III

Mary G. Kremasky, whose address is 7561 Amberview Court, Lewiston, Idaho, 83501, is the registered agent of this association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association 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, preservation, and architectural control of the Residence Lots and Common Area within those certain tracts of property described as:

Harvest Vista Addition as the same as Block One as Instrument No. 601119 with correction recorded as Instrument No. 602995; Blocks 2 and 3 recorded as Instrument No. 631287; and Block 4 and replat of Block 3 recorded as Instrument No. 654775 (the "Property" or "Harvest Vista Addition") that are duly recorded among the Land Records of Nez Perce County, Idaho.

And to promote the health, safety, and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in those certain Declarations of Covenants, Conditions and Restrictions, hereinafter called the "Declarations," applicable to the property and recorded or to be recorded among the land records of Nez Perce County, Idaho, and as the same may be amended from time to time as therein provided; being incorporation herein as if set forth at length.

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(b) Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declarations; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business 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, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money; and with the assent of two-thirds (2/3) of the members of 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 purpose and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members.

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members.

(g) The Association shall indemnify each Director and each officer, employee, fiduciary and agent of the Association to the fullest extent permitted by law.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be members of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE VI VOTING RIGHTS

The Association shall have one class of voting membership: Members shall be all those Owners as defined in Article V and shall be entitled to one vote for each Lot owned. When more than one person holds such interest in any Lot, all such persons shall be members. The vote for such Lots shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

**ARTICLE VII
BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association.

At the first annual meeting, the members shall elect one director for a term of one year, two directors for a term of two years, and two directors for a term of three years; and at each annual meeting thereafter, the members shall elect directors for staggered terms.

**ARTICLE VIII
LIABILITIES**

The highest amount of indebtedness or liability, direct or contingent, to which the directors may subject the Association at any one time shall not exceed \$20,000.00, and thereafter shall not exceed one hundred fifty (150) percent of its net income for the previous fiscal year, provided that in either circumstance additional amounts may be authorized by the assent of the membership authorized to vote two-thirds of the total authorized votes of the membership.

**ARTICLE IX
BYLAWS**

The Board of Directors shall have the power to alter, amend or repeal the Bylaws from time to time in force and adopt new Bylaws with the approval of members, by a vote of a majority of a quorum of members present or by proxy.

**ARTICLE X
DISSOLUTION**

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 this 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.

**ARTICLE XI
DURATION**

The Association shall exist perpetually.

**ARTICLE XII
AMENDMENTS**

Amendment of these Articles shall require the assent of 67 percent (67%) of the membership at any regular or special meeting called for that purpose at which a quorum shall be represented.

CERTIFICATION

WE, THE UNDERSIGNED, DO do hereby certify the restated ARTICLES OF INCORPORATION have been approved by the members.

The date of the adoption of the restated Articles of Incorporation was the 15th day of March, 2010.

Executed by the undersigned in duplicate at Nez Perce County, Idaho, this 16th day of March 2010.

Number of members entitled to vote is Forty (40).

The members, all one class, voted 35 votes for the amendment and restatement and 6 votes against the amendment and restatement. Total of 31 votes cast.

The number of members voting for the amendment and restatement were 31 members representing 81 % of the members entitled to vote. The affirmation vote exceeded the 67% required of members that attended meeting for the purpose of the amendment and restatement of Articles of Incorporation at which a quorum was represented

HARVEST VISTA HOMEOWNERS ASSN, INC.

By [Signature] President

On this 16th day of MAR, 2010 before me, DANIEL B. HUNDROP,

The undersigned a Notary Public in and for said state, personally appeared, John Porter, known or identified to me to be the President, of HARVEST VISTA HOMEOWNERS ASSOCIATION.

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

(SEAL)



[Signature]
Notary Public in and for the State of Idaho,
residing at Lewiston.
My Commission Expires: 10/30/2012