

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

ROD'S PARKSIDE CREEK HOMEOWNERS  
ASSOCIATION, INC.  
File Number C 102375

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 ROD'S PARKSIDE CREEK HOMEOWNERS ASSOCIATION, INC., duly signed 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: September 14, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]* *[Signature]*

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A M E N D E D  
ARTICLES OF INCORPORATION  
OF

ROD'S PARKSIDE CREEK HOMEOWNERS  
ASSOCIATION, INC.

KNOWN BY ALL MEN THESE PRESENTS, that at a special meeting of the incorporators and directors, being one and the same held at the corporate offices on the 16th day of May, 1994. At the aforementioned meeting all of the original incorporators and directors were present; the actual association having not been activated by the incorporators and directors. The incorporators and directors also represented the full ownership of said property in ROD'S PARKSIDE CREEK SUBDIVISION. This amendment was approved on the 16th day of May, 1994, with all votes, which are all the votes eligible and existing in said corporation at this point in time, being cast in favor of said amendment by both the incorporators and directors. The following is the exact amendment approved at the meeting:

Article II. is hereby amended to read as follows:

II.

The purposes of this corporation are as follows:

1. The object and purpose of this corporation is to provide for the ownership, management, maintenance, and operation of the common area and any other Association assets including the surface drainage disposal system as shown on the official Plats and construction drawings of ROD'S PARKSIDE CREEK SUBDIVISION, according to the official plats thereof filed, or to be filed, in the office of the County Recorder of Ada County, Idaho, and the construction drawings to be furnished to the Corporation by the registered agent of the Corporation, in conformity with the requirements of the Declaration of Protective Restrictions and Covenants for the said ROD'S PARKSIDE CREEK SUBDIVISION No's. 1, 2, 3, and 4.

The initial subdivision filed for record will be ROD'S PARKSIDE CREEK SUBDIVISION No. 1 with additional property to be annexed to this Corporation by filing for record of plats and additional Protective Restrictions and Covenants referencing this Corporation.

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AMENDED ARTICLES OF INCORPORATION - Page 1

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2. This corporation shall have all of the powers and authority granted by the "Idaho Non-profit Corporation Act" (Title 30, Chapter 3, Idaho Code) and all other powers authorized or permitted to non-profit corporations by the laws of the State of Idaho, as the same may be in effect from time to time.

3. To exercise generally the powers generally exercised by non-profit corporations, and particularly the powers provided by the laws of the State of Idaho.

4. To carry into effect the objects and purposes aforesaid, this corporation is authorized to do all and singular the things necessary and convenient to carry out the general purposes for which it is organized.

5. To carry on any other business, or do anything in connection with the objects and purposes above mentioned that may be necessary and proper to accomplish successfully or promote the said objects and purpose, the foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the power of the non-profit corporation to do any of the things within due its general powers.

6. This corporation is a non-profit corporation, as such term is defined in 30-305, Idaho Code. It does not contemplate pecuniary gain or profit, and no part of its income shall at any time be distributable to its members, directors, or officers (provided, however, this provision shall not be construed to prohibit payments of reasonable compensation for services actually rendered for the benefit of the corporation. Nor to prohibit the conferring of benefits upon the corporation's members in conformity with its purposes.) it is not intended however, that this corporation be eligible to qualify for tax exempt status under the provisions of Section 501(c) of the Internal Revenue Code, as amended from time to time.

7. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration on file covering ROD'S PARKSIDE CREEK SUBDIVISION No's. 1, 2, 3, and 4, the corporate By-Laws and these Articles; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Corporation.

**Article IV. is hereby amended to read as follows:**

#### IV.

By reference the Declaration(s) of record covering ROD'S PARKSIDE CREEK SUBDIVISION No's. 1, 2, 3, and 4, are made a part of these Articles.

1. This corporation shall have Members, whose rights, privileges, and voting rights shall be as provided in the Declaration and corporate By-Laws so long as not inconsistent with the following:

a. The record title owners of all or any portion of the lots in ROD'S PARKSIDE CREEK SUBDIVISION No's. 1, 2, 3, and 4, in Ada County, Idaho, according to the official plat(s) thereof filed, or to be filed, in the office of the County Recorder of Ada County, Idaho, whose Declaration of Protective Restrictions and Covenants reference this Corporation, shall automatically be Members of this corporation, and membership in this corporation shall be appurtenant to ownership of said real property and shall run with the land thereof.

b. At all meetings of Members of this corporation, the maximum number of votes which may be cast shall be the total number of lots showing on the plats of said Subdivisions then of record in the Office of the Ada County Recorder. One (1) vote shall be allocated to each of the lots, the vote allocated with respect to each lot shall be cast in the manner determined by a majority in interest of the record title owners of such lot. Fractional votes shall not be permitted.

Provided however, during development the Association shall have two (2) classes of voting memberships.

Class A: These members shall be the Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in an Lot, all such persons shall be members. However, only one (1) vote shall be cast for each lot so owned.

Class B: These members shall be the Declarant. Upon the filing and/or recording Declarant shall be entitled to three (3) votes for each Lot of which Declarant is the Owner at said time. The Class B membership shall cease and be converted to Class A membership on January 1, 2010, or when the Declarant has conveyed 75% of the Lots by deed to the homeowners, whichever event shall first occur.

c. There shall be no Certificates of Membership, and evidence of ownership of record obtained from all or any portion of said lots according to the Official Records of Ada County, Idaho, shall constitute proof of membership in this corporation. Membership shall automatically transfer to the transferee of the property concurrently with transfer of a Member's record title to all or any proration of the said lots.

d. Meetings of the Members shall be held at such places and times as may be provided in the By-Laws, and may also be held

in any manner prescribed or permitted by the corporation laws of the State of Idaho, as amended from time to time. The presence (in person or by proxy) of Members entitled to cast sixty percent (60%) of the total eligible votes shall be sufficient to constitute a quorum, and such quorum may transact any matter of business lawfully permitted to be transacted at a membership meeting of an Idaho non-profit corporation. Written notice of each membership meeting shall be given to each Member at the most recent address for such Member shown on the corporation's books and records, and such written notice shall be deposited in the United States Mail, postage fully prepaid not less than ten (10) nor more than fifty (50) days before the date of the meeting; provided, however, the necessity for such written notice may be waived by the unanimous written consent of all Members.

In the event that a meeting is called and a quorum as set forth above is not present another meeting may be called subject to the same notice requirements and the required quorum shall be one-half (1/2) of the required quorum at the preceding meeting. No subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

e. Members of this corporation shall be not personally liable for the debts, liabilities or obligations of the corporation.

**Article IX. is hereby amended to read as follows:**

**IX.**

The initial registered agent and registered address of this Corporation is:

LEONARD R. TRUMBULL  
3878 West Aspen Creek Court  
Meridian, Idaho 83642

**Article X. is hereby amended to read as follows:**

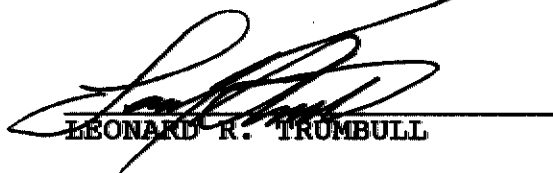
**X.**

The name and present address of the incorporator and principal organizer is:

LEONARD R. TRUMBULL  
3878 West Aspen Creek Court  
Meridian, Idaho 83642

The above amendment is an addition to the Articles of Incorporation previously filed with the Secretary of State. All of the previous, non-amended, articles are and shall be in full force and effect.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal in triplicate, this 16th day of May, 1994.

  
LEONARD R. TRUMBULL

STATE OF IDAHO )  
                  : ss.  
County of Ada )

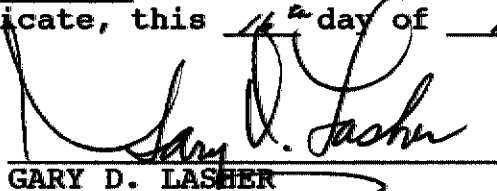
LEONARD R. TRUMBULL, being first duly sworn, deposes and says: That he is the incorporator named in the within and foregoing instrument; that he has read said instrument, knows the contents thereof and that the statements contained therein are true and correct to the best of his knowledge.

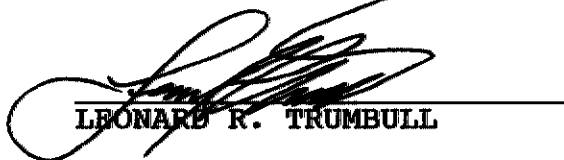
  
LEONARD R. TRUMBULL

SUBSCRIBED AND SWORN to before me the undersigned, this 16th day of May, 1994.

  
Notary Public for Idaho  
Residence: Meridian

IN WITNESS WHEREOF, the current directors have hereunto set their hands and seals in triplicate, this 16<sup>th</sup> day of May, 1994.

  
GARY D. LASHER

  
LEONARD R. TRUMBULL

  
\_\_\_\_\_  
JAMES BAKER

STATE OF IDAHO )  
                  : ss.  
County of Ada )

GARY D. LASHER, being first duly sworn, deposes and says:  
That he is a director named in the within and foregoing instrument;  
that he has read said instrument, knows the contents thereof and  
that the statements contained therein are true and correct to the  
best of his knowledge.

  
\_\_\_\_\_  
GARY D. LASHER

SUBSCRIBED AND SWORN to before me the undersigned, this 16<sup>th</sup>  
day of May, 1994.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residence: Meridian

STATE OF IDAHO )  
                  : ss.  
County of Ada )

LEONARD R. TRUMBULL, being first duly sworn, deposes and says:  
That he is a director named in the within and foregoing instrument;  
that he has read said instrument, knows the contents thereof and  
that the statements contained therein are true and correct to the  
best of his knowledge.

  
\_\_\_\_\_  
LEONARD R. TRUMBULL

SUBSCRIBED AND SWORN to before me the undersigned, this 16<sup>th</sup>  
day of May, 1994.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residence: Meridian

STATE OF IDAHO )  
                  : ss.  
County of Ada )

JAMES BAKER, being first duly sworn, deposes and says: That he is a director named in the within and foregoing instrument; that he has read said instrument, knows the contents thereof and that the statements contained therein are true and correct to the best of his knowledge.

  
\_\_\_\_\_  
JAMES BAKER

SUBSCRIBED AND SWORN to before me the undersigned, this 16<sup>th</sup>  
day of May, 1994.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residence: Meridian