

FILED EFFECTIVE

RESTATED ARTICLES OF INCORPORATION

2013 JUN 26 AM 8:34

of

HIDDEN ESTATES SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC.

SECRETARY OF STATE
STATE OF IDAHO

The Hidden Estates Subdivision Property Owners Associations, Inc., is a non-profit corporation incorporated under the laws of Idaho on December 7, 2000. Articles of Incorporation for said corporation were filed with the Idaho Office of the Secretary of State at that time. The following are Restated Articles of Incorporation for the Hidden Estates Subdivision Property Owners Association, Inc. and are hereby adopted pursuant to the Idaho Nonprofit Corporation Act:

1. Name.

The name of the corporation is:

Hidden Estates Subdivision Property Owners Association, Inc.

2. Nonprofit Status.

The corporation is organized pursuant to the Idaho Nonprofit Corporation Act, Idaho Code §§ 30-3-1 et seq.

3. Duration.

The corporation shall have perpetual duration, from and after the date of its incorporation, unless sooner dissolved or disincorporated, pursuant to law.

4. Purposes.

The corporation is formed for the following purposes:

(a) To promote the collective and individual property interests and rights of all persons owning property in the Hidden Estates Subdivision, located in Fremont County, State of Idaho,

C. Blalock
IDAHO SECRETARY OF STATE
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being a subdivision in Fremont County, Idaho, filed for record in the office of the Recorder of said County.

(b) To own and maintain the original interest of the member lots in a parcel of land described as Lot 22A, upon which has been constructed a drinking water well (which will also be used to irrigate yards), and all common areas within the subdivision, together with all pumps, panels, pipes and improvements upon said parcels; and together with the assignment of all interest held by member lots in such Lot 22A, common areas, all aspects of the public drinking water system, including the water mainlines and pipes connected to said drinking water well as are presently located or as shall be installed and located within the subdivision for the distribution of the well water to where each member lot connects to the subdivision's water service; and together with the assignment of all interest held by member lots and common areas in that certain water right appurtenant to the member lots and common areas under IDWR water right number 21-7185; all for the express purpose of providing each member lot its sufficient and reasonable share of water from the drinking water well.

(c) To care for the improvements and maintenance of Lot 22A, the common areas, the public drinking water system, pumps, panels, pipes, improvements, entry, gateways, external fences, weed control along roadways and any other common areas, or common features which now exist or which may exist in the future.

(d) To take all those actions necessary to ensure that the public drinking water system, which consists of the drinking water well on Lot 22A and all pumps, pipes, collection, treatment, storage and distribution facilities that currently exist or as shall be installed and located within the subdivision, meets all applicable local, state and federal laws, including without limitation,

entering into agreements for loans, entering into contracts to make any needed changes or modifications to the system to get and maintain compliance, levying and collecting assessments, filing and foreclosing on liens.

(e) To cooperate with the owners of all vacant and unimproved lots and plots now existing or that hereafter shall exist in the tract in keeping them in good order and condition, in preventing them from becoming a nuisance and a detriment to the beauty of the tract and to the value of the improved property therein, and to take any action with reference to such vacant and unimproved lots and plots as may be necessary or desirable to keep them from becoming such nuisance and detriment.

(f) To aid and cooperate with the members of this association and all property owners in the tract in the enforcement of such conditions, covenants, and restrictions on and appurtenant to their property as are now in existence, as well as any other conditions, covenants, and restrictions as shall hereafter be approved by a two-thirds vote of the members of the association, and to counsel with the Planning and Zoning Commission and Board of Commissioners of Fremont County having jurisdiction in relation to any zoning that may affect any portion of the subject property.

(g) In general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents and owners of any portions of Hidden Estates Subdivision and their property interests therein.

(h) To acquire, own, or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objects, and

to exercise all rights, powers, and privileges of ownership to the same extent as natural persons might or could do.

(i) To enter into loan agreements and encumber property of the Subdivision in order to serve the interests of owners, including without limitation, the interests of the owners in the public drinking water system.

(j) To exercise any and all powers that may be delegated to it from time to time by the member lots, including, but not limited to all rights of Assessment granted by the Idaho Nonprofit Corporation Act, the Bylaws and the Restrictive Covenants of the tract.

(k) Any or all other lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act.

5. Registered Office and Registered Agent.

The address of the present registered office of the corporation is 829 Hidden Estates Lane, St. Anthony, ID 83445 and the name of the present registered agent at such address is Gale Altman.

6. Member Corporation.

The corporation shall have members who shall have such rights as are provided in the Idaho Nonprofit Corporation Act and are consistent with the management authority that the Bylaws grant the Board of Directors. Member lots are those lots whose owners have become members of the corporation and who have transferred their rights in the Well lot 22A and IDWR water right number 21-7185 to the corporation.

Each owner of a lot who has signed the amended and restated Articles of Incorporation in Hidden Estates Subdivision is a member of the corporation. Such membership shall at all times

be identified with the owner of the member lot as properly recorded in the appropriate records of Fremont County, Idaho. No membership shall be subject to, or conditional upon, the approval of the Board of Directors or other members. Membership in this non-profit corporation shall be evidenced by a certificate of membership. Membership and continuation thereof shall be dependent upon the ownership of a lot in the subdivision. There shall be no expulsion of a member or cancellation of voting rights of any member so long as the member is not delinquent in the payment of dues or assessments and is so qualified.

The well lot, lot 22A, shall not be a member of the corporation.

Any other non-member lot in the Hidden Estates Subdivision may apply for membership and shall be granted membership upon the same terms as those required of members which are set forth in the corporation's by-laws and policies existing on the date of the non-member's application for acceptance of membership to the corporation.

7. Directors.

The affairs of the corporation shall be managed by its Board of Directors. The actual number of Directors shall be fixed by the Bylaws of the corporation but shall be no less than three (3) in number. Other than the Directors constituting the initial Board of Directors, who are designated in these Restated Articles, the Directors shall be elected or appointed by the members in the manner and for the term provided in the Bylaws of the corporation.

The initial Board of Directors shall consist of four (4) directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
David W. Reinke	819 Hidden Estates Lane, St. Anthony, ID 83445
Sharon Poulsen	825 Hidden Estates Lane, St. Anthony, ID 83445
Gale Altman	829 Hidden Estates Lane, St. Anthony, ID 83445
Theresa Lancey	864 Hidden Estates Lane, St. Anthony, ID 83445

The Board of Directors shall serve a term of two (2) years or until their successors are elected and qualified.

Vacancies on the Board of Directors shall be filled for the unexpired term by appointment by a majority vote of the remaining membership of the Board.

A minimum of seven (7) days written notice of any formal meeting of the Board or of the membership of the corporation (both annual and special) shall be provided unless waived in writing by all members. All Actions and decisions of the corporation and the Board of Directors shall be recorded by written entries in the permanent records of the corporation.

8. Assessments.

Each member agrees and covenants with the other members and with the corporation to pay dues and assessments prescribed by the corporation for the purposes provided in these Restated Articles of Incorporation and any duly adopted By-Laws. Dues and assessments shall be made and collected on lots in the subdivision owned by members as provided in the By-Laws of this corporation. Dues and assessments shall be levied at a uniform rate for all member lots within a specific category of lots as provided in the By-Laws of this corporation in effect from time to time.

The business of the corporation shall be so conducted that only sufficient funds shall be levied and collected from the member lots as are necessary for the payment of its reasonable and necessary expenses in carrying out the purposes of the corporation. Should an excess of funds be

collected, by said assessments which shall exceed a reasonable sum to be retained in a reserve fund for future maintenance, purchases or otherwise, and after taking into account the corporation's reasonable needs for normal business purposes, retiring indebtedness, or maintaining reserves for other necessary purposes, the same shall, at the discretion of the board of directors of the corporation, be returned to the members on a per lot basis, or the corporation shall reduce the amount of the next assessment on said membership, or both. The books and records of the corporation shall be set up and kept in such a manner that at the end of each fiscal year, a record of the amount of surplus funds collected by the corporation shall be made.

The payment of dues and assessments, together with interest thereon, shall be secured by a lien on the member lot in the subdivision upon recordation of a notice of a delinquency in payment of dues and assessments. Such lien may be enforced by the corporation, after the failure of the member to pay such dues or assessments, by sale of the property member lot in the manner permitted by law. The payment of any dues and assessments against a member lot shall also be the personal obligation of the member owning the member lot. Suit for collection may be instituted by the corporation without foreclosure or waiver of the lien herein provided.

9. Members.

The name and address of the members or member lots, each of whom concurs with these Restated Articles of Incorporation, each of whom has voted for each of the terms contained therein, and combined represent 20 of the total 24 lots eligible to be members or member lots:

Zane & Cindy Abegglen
844 Hidden Estates Lane
St. Anthony, ID 83445

Gale & Trisha Altman
829 Hidden Estates Lane
St. Anthony, ID 83445

Rocky & Jill Elliott
830 Hidden Estates Lane
St. Anthony, ID 83445

Randy & Barbara Francis
849 Hidden Estates Lane
St. Anthony, ID 83445

Tim & Theresa Lancey
864 Hidden Estates Lane
St. Anthony, ID 83445

Ken & Debbie Parker
828 Hidden Estates Lane
St. Anthony, ID 83445

Sharon Poulsen
825 Hidden Estates Lane (summer)
153 Hemlock Court (Winter)
Palo Alto, CA 94306

David & Linda Reinke
819 Hidden Estates Lane
St. Anthony, ID 83445

Joannie Riessen
847 Hidden Estates Lane
St. Anthony, ID 83445

Melanie Kranz
833 Hidden Estates Lane
St. Anthony, ID 83445
Punta Bruja 34
Fracc. La Condesa
Acapulco, GRO 39690
Mexico

Reese & Joan Whitaker
3754 S. Robbins Circle
Island Park, ID 83429

10. Bylaws.

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

11. Amendments.

Any proposed amendment to these Articles of Incorporation shall be made by printed ballot stating the proposed amendment and mailed to each of the members of the corporation at

least thirty (30) days prior to any annual or special meeting of the members, together with a notice stating the date, time and place of the meeting of the members at which the proposed amendment shall be considered and voted upon. Amendments to these Articles of Incorporation shall be made by an affirmative vote of a two thirds (2/3) vote of the members.

12. Voting Rights.

Voting rights of the members shall be one-vote for each member lot of the corporation, whether owned in community, jointly, separately or otherwise.

13. Voting by Proxy.

The voting by proxy is hereby authorized. However, such proxy shall be in writing and shall be valid only for the meeting so designated and shall not be binding upon the purchaser of property from the grantor of the proxy.

14. Personal Liability.

All present or past directors, officers, employees or agents of the corporation and the heirs or personal representatives of such person, shall be indemnified and may be advanced expenses by the corporation if said person was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably

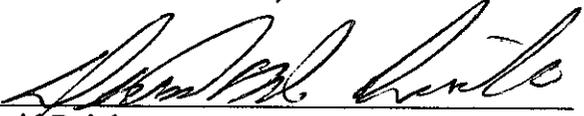
incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action proceeding, had no reasonable cause to believe his conduct was unlawful and is so determined in accordance with Idaho Code 30-1-851 et. seq., and if so determined such person shall be entitled to all the other benefits as set out in Idaho Code § 30-1-851 et. seq. and shall have no personal liability to the corporation or its members for monetary damages for breach of fiduciary duty as a director, officer, employee or agent; provided that this provision shall not eliminate or limit the liability of such person (i) for any breach of the duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 30-1-833, Idaho Code, or (iv) for any transaction from which such person derived an improper personal benefit. This section shall not eliminate or limit the liability of such person for any act or omission occurring prior to the date when this section becomes effective.

15. Dissolution.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all the assets of the corporation consistent with the purposes of the corporation to improve the Hidden Estates Subdivision Property Owners Association or to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which

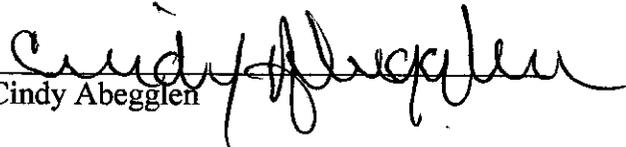
the principal office of the corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the corporation.

DATED: MAY 24, 2013.

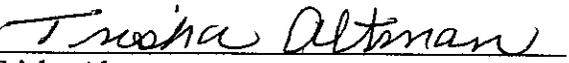

David Reinke

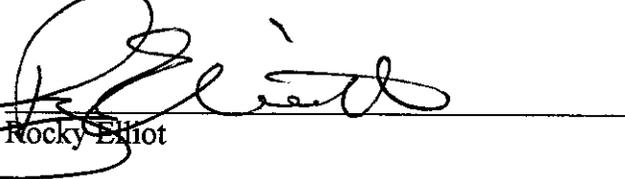

Linda Reinke

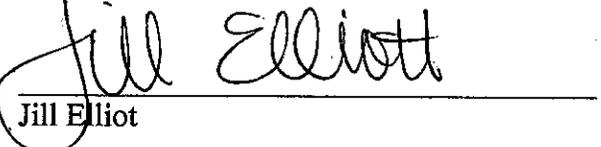

Zane Abegglen


Cindy Abegglen


Gale Altman

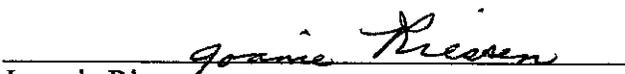

Trisha Altman


Rocky Elliot


Jill Elliot


Tim Lancey

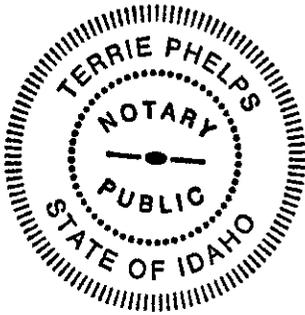

Theresa Lancey


Joannie Riessen

STATE OF IDAHO,)
 ss.
County of Fremont)

On this 24 of MAY, 2013, before me, the undersigned a notary Public in and for said State, personally appeared David Reinke, Linda Reinke, Gale Altman, Trisha Altman, Joannie Riessen, Tim Lancey, Teri Lancey, Rocky Elliot, Jill Elliot, Zane Abegglen and Cindy Abegglen, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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: Ashton
My Commission Expires: 11/14/13

A handwritten signature in cursive script that reads "Terrie Phelps".

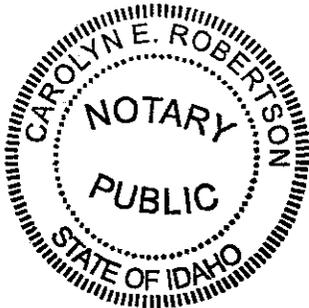
DATED 5/4, 2013.

Randy Francis
Randy Francis

Barbara Francis
Barbara Francis

STATE OF)
) ss.
County of)

On this 6 day of May, in the year of 2013, before me, the undersigned, a Notary Public, personally appeared **Randy Francis and Barbara Francis**, known or identified to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.



Carolyn Robertson

Notary Public for:
Residing at: Bonneville
My Commission Expires: 2/27/2016

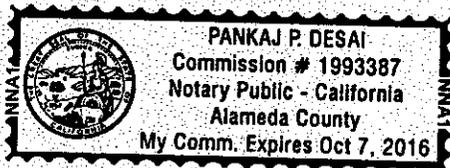
DATED 05/13/ 2013.


Sharon Poulsen

STATE OF CALIFORNIA

County of SANTA CLARA ^{ss.}

On this 13th day of May, in the year of 2013, before me, the undersigned, a Notary Public, personally appeared **Sharon Poulsen**, ~~known~~ or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.



Pankaj P. Desai
Notary Public for: CALIFORNIA
Residing at: ALAMEDA COUNTY
My Commission Expires: 10/07/2016

DATED May 2, 2013.

M. Kranz
Melanie Kranz

STATE OF Guerrero)
County of México)
SS.

On this 2ND day of May, in the year of 2013, before me, the undersigned, a Notary Public, personally appeared **Melanie Kranz**, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

Lic ANTONIO GARCIA MARDONDO
Notary Public for:
Residing at: ACAPULCO, GUERRERO, MEXICO
My Commission Expires: FOR LIFE

