

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

FLORIDA ESTATES HOMEOWNERS ASSOCIATION, INC.

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 FLORIDA ESTATES HOMEOWNERS ASSOCIATION, INC. duly signed and verified 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: May 12, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

AMENDED ARTICLES OF INCORPORATION

OF

MAY 12 9 21 AM '94
SECRETARY OF STATE

FLORIDA ESTATES HOMEOWNERS ASSOCIATION, INC.

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DIST# 20148
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KNOWN BY ALL MEN THESE PRESENTS, that at a special meeting of the directors and shareholders, being one and the same held at the corporate offices on the 3rd day of May, 1994. At the aforementioned meeting all of the shareholders were present, that being Gary D. Lasher, owner of 1 share, representing all of the stock of the corporation thus far issued. The following amendments were approved with all votes being cast in favor of said amendments. There is only one class of stock in this corporation. 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, in conformity with the requirements of the Declaration of Protective Restrictions and Covenants for the said FLORIDA ESTATES SUBDIVISION.

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 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 FLORIDA ESTATES SUBDIVISION, 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 FLORIDA ESTATES SUBDIVISION are made as 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 FLORIDA ESTATES SUBDIVISION in Canyon County, Idaho, according to the official plat(s) thereof filed, or to be filed, in the office of the County Recorder of Canyon 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 subdivision then of record in the Office of the Canyon 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 a 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 Canyon 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 not be personally liable for the debts, liabilities or obligations of the corporation.

Article VII. is hereby amended to read as follows:

VII.

The Owners are authorized to adopt, amend and repeal the By-Laws of the corporation, and to provide in the By-Laws such items as they relate to the election, qualifications, and the term of office of each Director, which may be adopted, amended and repealed by vote of the Members at any annual meeting, or any special membership meeting called for such purpose. Any such change shall require a 2/3 vote of the lot owners. Provided however, that during the time that there are any Class B memberships, HUD/VA has the right to veto amendments to the By-Laws and Articles of said corporation. The Florida Homeowners Association and it's Members shall be responsible for assuring compliance with all HUD/VA rules and regulations, and specifically, they shall be responsible for compliance with the Fair Housing Act of 1988 along with any amendments, the same which may be subsequent to the date of these articles.

Article VIII. is hereby amended to read as follows:

VIII.

1. This corporation may not be dissolved without the permission of the governmental authorities in Canyon County having authority over the roads of the subdivision. If such permission is obtained, the corporation may be dissolved or the Articles amended upon two-thirds (2/3) affirmative vote of the Members.

2. In event of dissolution of the corporation, all of the property and assets, after payment of all debts and liabilities, shall be distributed or dedicated to a public body or conveyed to a non-profit organization with similar purposes as this organization.

3. Annexation of additional properties, mergers and consolidation, mortgaging of Common Area, dissolution and amendment of the Articles, requires prior approval of HUD/VA as long as there is a Class B membership and with the approval of two-thirds (2/3) of the lot owners (excluding the developers).

4. Any amendment to these Articles must comply with Idaho Code Title 30, Chapter 3 dealing with amendments and the Declarations.

The above amendments are additions to the Articles of Incorporation of Florida Estates Homeowners Association, Inc. filed with the Secretary of State on the 5th day of August, 1993.

IN WITNESS WHEREOF, I, THE UNDERSIGNED, being the original incorporator of Florida Estates Homeowners Association, Inc. have hereunto set my hand and seal and caused this Amendment to Articles of Incorporation to be executed in triplicate, this 11th day of May, 1994.

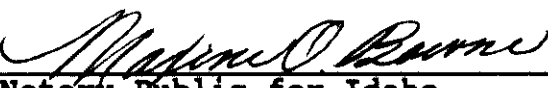

GARY D. LASHER, Incorporator

STATE OF IDAHO)
County of Canyon ss.

I, Madeline O. Bawne, notary public, do hereby certify that on this 11th day of May, 1994, personally appeared before me GARY D. LASHER who, being by me first duly sworn, declared that he is the sole shareholder of Florida Estates Homeowners Association, Inc., that he signed the foregoing document as the Incorporator of the corporation, and that the statements therein contained are true.

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

(SEAL)


Notary Public for Idaho
Residence: Caldwell
Commission Expires 4/12/99