



CERTIFICATE OF AMENDMENT  
OF

TWIN LAKES VILLAGE PROPERTY ASSOCIATION, INC.

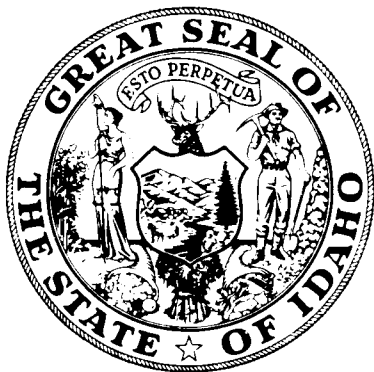
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

TWIN LAKES VILLAGE PROPERTY 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 \_\_\_\_\_ January 29 \_\_\_\_\_, 19 87 .



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
TWIN LAKES VILLAGE PROPERTY ASSOCIATION, INC. 9 08

The Articles of Incorporation of Twin Lakes Village Property Association, Inc., are hereby amended in their entirety and executed in duplicate pursuant to the provisions of Section 30-326 and 30-327 of the Idaho Nonprofit Corporation Act, as follows:

ARTICLE I  
NAME

The name of the Corporation (hereinafter called the "Association") is TWIN LAKES VILLAGE PROPERTY ASSOCIATION, INC., and it is a nonprofit corporation.

ARTICLE II  
DURATION

The Association shall exist perpetually.

ARTICLE III  
PURPOSES AND POWERS OF THE ASSOCIATION

This Association does not contemplate the distribution of gains, profits, or dividends to its Members, the Board of Directors, or the officers. The specific primary purposes for which it is formed are to provide for the acquisition, construction, management, operation, administration, maintenance, repair, improvement, preservation, insurance, and architectural control of Association property within that certain residential/recreational/commercial project situated in the Twin Lakes area of Kootenai County, Idaho, commonly known as Twin Lakes Village, and to promote the health, safety and welfare of all residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for such purpose, all according to that certain Amended Declaration of Covenants, Conditions and Restrictions (the "Declaration") recorded or to be recorded with respect to said property in the Office of the Auditor of Kootenai County.

In furtherance of said purposes, and subject to the approval of Members as required by the Declaration and the remaining Project Documents, or by law, this Association shall have power to:

- (a) Perform all of the duties and obligations of the Association as set forth in the Project Documents;

(b) Fix, levy, collect and enforce Assessments and fines as set forth in the Declaration, which Assessments shall be secured by real property of the Members as provided in the Declaration;

(c) Pay all expenses and obligations incurred by the Association in the conduct of its business, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Association property;

(d) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, exchange, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(e) Make contracts and incur liabilities, borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) Dedicate, sell, transfer, or grant easements over all or any part of any Association Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members;

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property to the property managed by the Association;

(h) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Idaho by law may now or hereafter have or exercise.

#### ARTICLE IV MEMBERS AND MEMBERSHIP

1. Non-stock Corporation. Participation in management and ownership of the Association shall be by membership only. The Association shall issue no stock and no certificates and shall have no shareholders. Evidence of membership shall be by membership roster maintained by the Board.

2. Membership. The Owner of a Lot or Unit shall automatically, upon becoming an Owner, be a Member of the Association, and shall remain a Member thereof until such time as his ownership ceases for any reason, at which time his membership in the Association shall automatically cease.

Membership shall be in accordance with these Articles of Incorporation and the Bylaws of the Association.

3. Transferred Membership. Membership in the Association shall not be transferred, pledged, or alienated in any way, except upon the transfer of ownership of the Lot or Unit to which it is appurtenant, and then only to the new Owner. Any attempt to make a prohibited transfer is void. In the event the Owner of any Lot or Unit should fail or refuse to transfer the membership registered in his name to the purchaser of his Lot or Unit, the Association shall have the right to record the transfer upon its books and thereupon the old membership outstanding in the name of the seller shall be null and void.

4. Classes of Membership. The Association shall have two (2) classes of membership established according to the following provisions:

The Association shall have one (1) class of voting membership consisting of all Owners of Residential (Single-Family, Multi-Family, and Condominium) Lots or Units, and one (1) class of non-voting membership, consisting of all Owners of Commercial Lots or Units. Votes shall at all times be allocated equally on a per Lot or per Unit basis (Residential Lots and Units only), by reference to the existing densities and proposed densities set forth on the Master Plan for the Project described in the Declaration, as amended from time to time. That is, each Single-Family Residential Lot shown on the Master Plan shall have one (1) vote. Each separate dwelling shown on the Master Plan as contemplated for a Multi-Family Residential Lot (e.g., duplex) shall have one (1) vote. For example, each of the two separate dwellings in a single duplex will have one (1) vote. Each Unit shown on the Master Plan as contemplated for a Condominium Lot shall have one (1) vote. Voting rights shall be computed based on projected development and density as shown on the Master Plan, whether or not the improvements actually exist; provided, however, that the number of votes attributable to an undeveloped Lot or Unit may be modified by amendment of the Master Plan (changing densities) as allowed in the Declaration, or by recordation by an Owner of a covenant restricting the density of development of a particular Lot as contemplated by the Declaration.

5. Limitation of Payment to Dissenting Member. Membership in the Association is appurtenant to and cannot be segregated from ownership of a Lot or Unit within the jurisdiction of the Association. Except upon dissolution of the Association, a dissenting Member shall not be entitled to any return of any contribution or other interest in the Association.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Association shall be at Twin Lakes Investments, Twin Lakes Village, Route 4, Box V-551, Rathdrum, Idaho 83858, and the registered agent at such address shall be Lilas J. Broemmeling.

ARTICLE VI  
BOARD OF DIRECTORS

The affairs of this Association are presently managed by a Board of seven (7) Directors, who are either Members of the Association or agents of the Declarant. The number of Directors may be changed by the amendment of the Bylaws of the Association. The names and addresses of the individuals who are presently the Directors and who shall continue to act as the Directors of the Association until the selection of their successors, are:

<u>Name</u>	<u>Address</u>
Robert M. Coons	Box 710 Rathdrum, Idaho 83858
Wendell J. Satre	39 West 33rd Avenue Spokane, Washington 99203
Clyde B. Matters	Route 4, Box 5001 Rathdrum, Idaho 83858
Donald E. Barrett	West 319 Sumner Spokane, Washington 99204
Robert L. Storms	Route 4, Box 5002 Rathdrum, Idaho 83858
Edward G. Ranniger	4528 South Napa Spokane, Washington 99203
Charles R. Potts, Jr.	55207 Woodfield Lane Spokane, Washington

ARTICLE VII  
DISSOLUTION

In the event of the dissolution, liquidation, or winding up of the Association, after paying or adequately providing for the debts and obligations of the Association, the Directors or person in charge of the liquidation shall divide the remaining assets among the members in accordance with their respective rights thereto as established in the Declaration.

ARTICLE VIII  
AMENDMENT OF ARTICLES

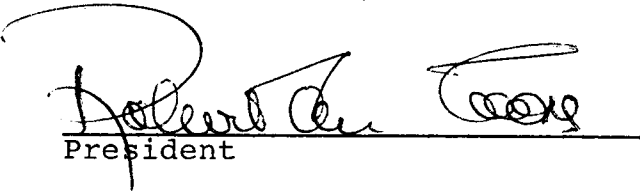
These Articles may be amended at any time and in any manner by the vote or written assent of at least a majority of the voting power of the Association (represented at a meeting for such purpose in person or by proxy); provided, however, that the percentage of the voting power necessary to amend a specific clause or provision herein shall not be less than the percentage of affirmative votes prescribed for action to be taken under said clause or provision; and provided further, that any such amendment shall not be inconsistent with the law.

ADOPTION OF ARTICLES OF AMENDMENT

The above Articles of Amendment of the Articles of Incorporation were adopted at a meeting of the Association held on January 24, 1987, at which a quorum of the voting membership was present, and the resolution to adopt such Articles of Amendment received at least a majority of the votes which members present at such meeting in person or by proxy were entitled to cast.

DATED this 24<sup>th</sup> day of January, 1987.

TWIN LAKES VILLAGE PROPERTY  
ASSOCIATION INC.

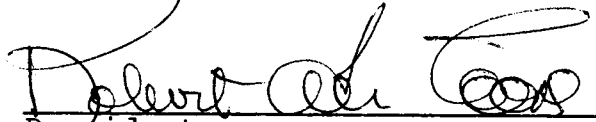
  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary


VERIFICATION

STATE OF IDAHO           )  
                                  : ss.  
County of Kootenai       )

ROBERT COONS, being first duly sworn on oath, deposes and says: I am the President of TWIN LAKES VILLAGE PROPERTY ASSOCIATION INC.; I have read the foregoing Articles of Amendment of Articles of Incorporation, know the contents thereof, and know the same to be true.

  
\_\_\_\_\_  
President

SUBSCRIBED AND SWORN to before me this 24<sup>th</sup> day of January, 1987.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Hayden Lake  
Commission Exp. 12/26/88