

FILED EFFECTIVE

STATEMENT OF MERGER
OF
BRECKENRIDGE EAST OWNERS ASSOCIATION, INC. STATE OF IDAHO
AND
BRECKENRIDGE WEST OWNERS ASSOCIATION, INC.

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SECRETARY OF STATE

Pursuant to the provisions of I.C. § 30-18-205, Breckenridge East Owners Association, Inc. ("Breckenridge East"), an Idaho nonprofit corporation, which is the surviving corporation of the merger, and Breckenridge West Owners Association, Inc. ("Breckenridge West"), an Idaho nonprofit corporation, hereby file this Statement of Merger with the Office of the Secretary of State of the State of Idaho.

1. Agreement and Plan of Merger. The Agreement and Plan of Merger of Breckenridge West, with and into Breckenridge East, is set forth in the Agreement and Plan of Merger, attached hereto as Exhibit A and incorporated by reference as though fully set forth herein.

2. Member Approval. Approval of the Agreement and Plan of Merger was required and given by the members of Breckenridge East, and the members of Breckenridge West.

2.1 Breckenridge East. The Agreement and Plan of Merger was approved by the Board of Directors of Breckenridge East. Breckenridge East consists of 154 Class A Association Members, all of whom are entitled to vote on the Agreement and Plan of Merger.

(a) 107 Class A Association Members, constituting 69% of the Association Members entitled to vote on the Agreement and Plan of Merger, voted in favor the Agreement and Plan of Merger, and 4 Class A Association Members voted against the Agreement and Plan of Merger. The remaining Class A Association Members did not return their ballots. The approval of 107 Class A Association Members is sufficient for approval of the merger by the class.

2.1 Breckenridge West. The Agreement and Plan of Merger was approved by the Board of Directors of Breckenridge West. Breckenridge West consists of 145 Class A Association Members, all of whom are entitled to vote on the Agreement and Plan of Merger.

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(a) 92 Class A Association Members, constituting 63% of the Association Members entitled to vote on the Agreement and Plan of Merger, voted in favor the Agreement and Plan of Merger, and 5 Class A Association Members voted against the Agreement and Plan of Merger. The remaining Class A Association Members did not return their ballots. The approval of 92 Class A Association Members is sufficient for approval of the merger by the class.

3. Effective Date. These Articles of Merger are effective when filed with the Secretary of State of the State of Idaho.
4. Contact. The person(s) to contact regarding this filing is:

Colleen D. Zahn
Hall, Farley, Oberrecht & Blanton, P.A.
702 West Idaho Street, Suite 700
P.O. Box 1271
Boise, Idaho 83701
(208) 395-8500

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 19 day of October, 2009.

BRECKENRIDGE WEST OWNERS
ASSOCIATION, INC.

By: 
Rosemary Smith, President

BRECKENRIDGE EAST OWNERS
ASSOCIATION, INC.

By: 
Ed Zollinger, President

EXHIBIT “A”

AGREEMENT AND PLAN OF MERGER
OF
BRECKENRIDGE EAST OWNERS ASSOCIATION, INC.
AND
BRECKENRIDGE WEST OWNERS ASSOCIATION, INC.

THIS AGREEMENT AND PLAN OF MERGER is made effective as of the 11th day of September, 2009, between Breckenridge East Owners Association, Inc. ("Breckenridge East"), an Idaho nonprofit corporation, which is the surviving corporation of the merger, and Breckenridge West Owners Association, Inc. ("Breckenridge West"), an Idaho nonprofit corporation.

1. Surviving Company & Merging Company.

1.1 Breckenridge West shall be the merging and non-surviving corporation, and all references in this Plan of Merger to the "non-surviving company" shall be to Breckenridge West.

1.2 Breckenridge East shall be the surviving company, and all references in this Plan of Merger to "surviving company" shall be to Breckenridge East.

2. Terms and Agreements of Planned Merger.

2.1 The Restrictive Covenants, as amended, of Breckenridge East shall be the Restrictive Covenants of Breckenridge West until the same shall be altered or amended.

2.2 The Articles of Incorporation, as amended, of Breckenridge East shall be the Articles of Incorporation of Breckenridge West until the same shall be altered or amended.

2.3 The Bylaws, as amended, of Breckenridge West shall be the Bylaws of Breckenridge East until the same shall be altered or amended.

2.4 The Board of Directors of Breckenridge East ("the Board") in office on the effective date of the merger shall continue in office. The Board of Breckenridge East will be expanded to include one additional Vice President from Breckenridge West, plus an additional five Architectural Committee members from Breckenridge West. The Breckenridge East Board, plus the six additional people from Breckenridge West, shall constitute the Board of Breckenridge West for the term elected or until their respective successors shall be elected or appointed and qualified as provided in the Articles of Incorporation.

2.5 On the effective date of the merger, all of the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to the non-surviving corporation shall be deemed to be transferred to and vested in Breckenridge East without further act or deed, and the title to any property or any interest therein, vested in the non-surviving corporation, shall not revert or be in any way impaired by reason of the merger.

2.6 On the effective date of the merger, Breckenridge East shall be deemed responsible and liable for all the liabilities and obligations of the non-surviving corporation; and any claims existing by or against the non-surviving corporation may be prosecuted to judgment as if the merger had not taken place; or, Breckenridge East may be substituted in place of the non-surviving corporation. The rights of the creditors shall not be impaired by this merger. Breckenridge East shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the non-surviving corporation.

3. Conversion of Membership Interests.

At the effective date, by virtue of the merger and without any action on the part of any holder of any membership interest in Breckenridge West, each membership interest in Breckenridge West shall be converted into an equivalent membership interest in Breckenridge East. No action on the part of the members shall be required for this conversion to take place.

4. Subsequent Acts.

If, at any time, Breckenridge East shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in Breckenridge East the title to any property or rights of the non-surviving corporation, as of the effective date of the merger, shall execute and deliver any and all proper assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in Breckenridge East and to otherwise carry out the provisions hereof.

5. Approval of Members.

Approval of the Agreement and Plan of Merger was required and given by the Board of Directors of Breckenridge East, and the Board of Breckenridge West.

This Agreement and Plan of Merger shall be submitted for the approval of the members of Breckenridge East and Breckenridge West in the manner provided by the Idaho Nonprofit Corporation Act, I.C. §§ 30-3-1 through 30-3-145.

6. Effective Date.

The effective date of this merger shall be the date the Articles of Merger are filed with the Idaho Secretary of State.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger effective as of this 11 day of September, 2009.

BRECKENRIDGE WEST OWNERS
ASSOCIATION, INC.

By 

Rosemary Smith, President

BRECKENRIDGE EAST OWNERS
ASSOCIATION, INC.

By 

Ed Zollinger, President