

Department of State.

CERTIFICATE OF AMENDMENT OF

CANTERBURY COVE HOME OWNERS ASSOCIATION, INC.

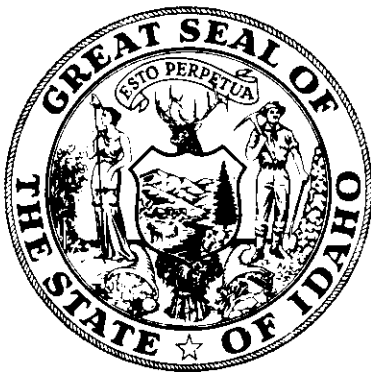
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

CANTERBURY COVE 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 September 30, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Richard

Corporation Clerk

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AMENDED AND RESTATED

ARTICLES OF INCORPORATION OF
CANTERBURY COVE HOME OWNERS ASSOCIATION, INC.

An Idaho Nonprofit Corporation

These Amended Articles of Incorporation of Canterbury Cove Home Owner's Association, Inc. hereby revoke, cancel and render each and every provision of the existing Articles of Incorporation null and void and replace the same with the following pursuant to the unanimous consent and agreement of all the members and directors of the corporation adopted on the 31st day of July, 1991 the following:

ARTICLE I.

The name of the corporation shall be Canterbury Cove Homeowners Association, Inc., and shall hereinafter be referred to as the "corporation".

ARTICLE II.

A planned unit development known as Canterbury Cove has been approved and is currently being constructed on certain land located in Kootenai County, State of Idaho, more particularly described as follows:

Lot 5, Block 33, Avondale, Sixth Addition to Hayden Lake, County of Kootenai, State of Idaho, according to the plat recorded under instrument no. 1218926 at Book F, page 309 and 309a, Kootenai County Recorder, State of Idaho.

hereinafter called the "land". The corporation is organized to provide a means of administering the planned unit

development including condominiums by the owners thereof.

The corporation shall make no distribution of income to its members, directors or officers.

ARTICLE III.

The powers of the corporation shall be governed by the following provisions:

1. The corporation shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the corporation By-Laws, and the Declaration of Covenants, Conditions and Restrictions for Canterbury Cove, which Declarations shall be recorded in Kootenai County, Idaho.

2. The corporation shall have all the powers granted to the "association" by Chapter 15, Title 55, Idaho Code, to the extent not in conflict with these Articles, the By-Laws and said Declaration.

3. The corporation shall have all the powers granted to it in said Declarations.

ARTICLE IV.

The qualifications of members, the manner of their admissions and voting by such members shall be as follows:

1. All unit owners shall be members of the corporation and no other person or entities shall be entitled to membership.

2. Members in the corporation shall be established by recording in the public records of Kootenai County, State of Idaho, a deed or other instrument establishing a change of record title to a condo unit and rights appurtenant thereto or single family lot and improvements thereon, and the notification in writing to the corporation of the recording information, the new owner designated by such instrument thereby becoming a member of the corporation. The membership of the prior owner shall thereby terminate.

3. The share of a member in the funds and assets of the corporation cannot be assigned, pledged or transferred in any manner except as an appurtenance to the individual condominium unit or single family lot and unit. Members of the corporation shall be entitled to one (1) vote for each condo unit or individual unit owner by such member. Voting rights will be exercised in the manner provided by the Bylaws of the corporation.

4. The association shall have two (2) classes of voting membership:

CLASS A: Class A members shall be all owners, with the exception of the developer, and shall be entitled to one (1) vote for each lot owned. When more than one person holds an interest in any individual lot, all such persons shall be members. The vote of such individual lots shall be exer-

cised as they among themselves determine, but in no event shall more than one vote be cast with respect to any individual lot. With respect to the condominium lot, each condo unit owner shall be entitled to one vote for each condo unit owned. When more than one person holds an interest in any condo unit, all such persons shall be members. The vote for such condo unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any condo unit.

CLASS B: Class B members shall be developer and shall be entitled to two votes for each lot owned, except for the condominium lot, in which developer shall be entitled to two votes for each condo unit. The Class B membership shall cease and be converted to a Class A membership upon the happening of the earliest to the following to occur:

a. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or

b. Four (4) years from the date of completion of the overall development.

ARTICLE V.

DIRECTORS

1. The affairs of the corporation will be managed by a board of not less than three (3) nor more than five (5)

directors, as shall be determined by the Bylaws.

2. Directors of the corporation shall be appointed or elected at the annual meeting of the members in the manner set out in the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled as set out in the Bylaws.

3. The names and addresses of the persons recently elected as the Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Lee H. Sternberg
10911 Canterbury Ct.
Hayden Lake, Idaho 83835

Brian T. Farley
10901 Friar Dr.
Hayden Lake, Idaho 83835

Pamela J. Farley
10901 Friar Dr.
Hayden Lake, Idaho 83835

ARTICLE VI.

OFFICERS

The affairs of the corporation shall be administered by officers elected by the Directors of the corporation at the annual meeting of the Directors of the corporation. The names and addresses of the officers who shall serve until their successors are elected are as follows:

Lee H. Sternberg President
10911 Canterbury Court
Hayden Lake, Id 83835

Brian T. Farley
10901 Friar Dr.
Hayden Lake, Id 83835 Secretary/Treasurer

ARTICLE VII.
INDEMNIFICATION

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been an officer or director of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses were incurred, except in such cases wherein the director or officer is adjudged guilty of wilfull misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification herein shall only apply when the board of directors approve such settlement and reimbursement a being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and exclusive of all other rights to which said directors or officers may be entitled.

ARTICLE VIII.

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BYLAWS

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The Bylaws of the corporation shall be those Bylaws adopted by the Corporation and may be altered, amended or rescinded in the manner provided by said Bylaws, and consistent with the Amendment provisions of said Declarations.

ARTICLE IX.

Amendments to the Articles of Incorporation shall be adopted in the following manner:

1. These Articles of Incorporation may be amended in any regular or special meeting of the members of the corporation, called in accordance with the Bylaws by the affirmative majority of the members. Each member shall have the number of votes specified in Article IV. herein.

ARTICLE X.

TERM

The term of the corporation shall be perpetual unless the corporation is terminated sooner by the unanimous action of its members. The corporation shall be terminated by the termination of the condominium in accordance with the condominium documents.

ARTICLE XI.

REGISTERED AGENT

The registered agent of this corporation shall be Lee H. Sternberg , and the mailing address of said registered agent

is: 10911 Canterbury Court, Hayden Lake, Idaho 83835.

ARTICLE XII.

SUBSCRIBERS

The names and residences of the subscribers to these Amended Articles of Incorporation and such persons comprising 100% of the membership of the corporation are:

Canterbury Cove, Inc.
10800 Canterbury Ct.
Hayden Lake, Idaho 83835

Lee H. Sternberg
10911 Canterbury Court
Hayden Lake, Idaho 83835

Brian T. Farley
10901 Friar Dr.
Hayden Lake, Idaho 83835

IN WITNESS WHEREOF, the subscribers hereto have read the foregoing Amended Articles, know the contents therein contained, and the facts and matters therein are true and have affixed their signatures as evidence of the same, this 7 day of July, 1991.

Canterbury Cove, Inc.

By

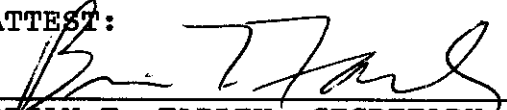
Lee H. Sternberg
Lee H. Sternberg, President

Lee H. Sternberg
Lee H. Sternberg

Brian T. Farley
Brian T. Farley

READ, verified and agreed to by Canterbury Cove
Homeowner's Association, Inc.


By 
LEE H. STERNBERG, President

ATTEST:

BRIAN T. FARLEY, SECRETARY

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 17 day of September, 1991, before me the undersigned Notary Public, personally appeared LEE H. STERNBERG, being first duly sworn, known or identified to me to be the President of the corporation that executed this instrument or the person who was authorized to execute the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.


Notary Public for Idaho
Residing at Coeur d'Alene
Commission Expires: 10-27-95