

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

STONERIDGE PINES 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 _____
STONERIDGE PINES 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 June 19, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

M. Minaman

Corporation Clerk

PROPOSED AMENDED ARTICLES OF INCORPORATION
OF STONERIDGE PINES ASSOCIATION, INC

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Pursuant to Sections 30-325 et seq of the Idaho Non-Profit Corporations Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ONE: The first paragraph states as follows:

THE SIGNATORIES TO THESE ARTICLES, ALL OF WHOM ARE OF FULL AGE AND ARE CITIZENS OF THE UNITED STATES, HEREBY ASSOCIATE AS A NON-PROFIT, COOPERATIVE ASSOCIATION UNDER THE LAWS OF THE STATE OF IDAHO, AND PARTICULARLY SECTIONS 30-1001 TO 30-1006, IDAHO CODE, AND AMENDMENTS THERETO AND CORRELATED PROVISIONS OF THE LAWS OF THE STATE OF IDAHO.

The following amendment to the Articles of Incorporation was adopted by the majority vote of the members of the Corporation on May 7th, 1990, wherein the required majority of votes which were members present at such meeting in person or by proxy, were entitled to cast, pursuant to the provisions as set forth in the Articles and Bylaws of this corporation, voted in favor of this Amendment in the manner prescribed by the laws of the State of Idaho, and the Articles of Incorporation of the Corporation with said Amendment to be effective on _____, 1990.

RESOLVED: This Association is organized pursuant to the Idaho Non-Profit Corporation Act, and is a non-profit corporation, exclusively for religious, charitable, scientific, eleemosynary, literary or education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

In the event of liquidation or dissolution of the corporation, whether voluntarily or involuntarily or by operation of law, the remaining assets of the corporation shall be distributed pursuant to law. If the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization which is organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

TWO: Article II shall be deleted in its entirety:

The following amendment to the Articles of Incorporation was adopted by the majority vote of the members of the Corporation on MAY 7th, 1990, wherein the required majority of votes which were members present at such meeting in person or by proxy were entitled to cast, pursuant to the provisions as set forth in the Articles and Bylaws of this corporation, voted in favor of this Amendment in the manner prescribed by the laws of the State of

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AMENDED ARTICLES
RESOLUTION TWO-ARTICLE II (continued)
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Idaho, and the Articles of Incorporation of the Corporation with said Amendment to be effective on May 7th, 1990.

RESOLVED: The purposes for this Association is formed and the powers which it may exercise, are set forth in the ARTICLES of Incorporation of this Association and Amendments thereto. In addition, the objectives are as follows:

- a. To maintain and make available to its members such community owned properties as docks, roads, water frontage and related purposes.
- b. To protect the surrounding environment.
- c. To maintain and improve the quality of the lake water.
- d. To act as a cooperative of neighbors and work together in a positive manner for the benefit of all members.

THREE: Article III shall be amended:

THE PLACE WHERE THE PRINCIPAL BUSINESS OF THE ASSOCIATION IS TO BE TRANSACTED IS GOTHAM BAY, ROUTE 2, HARRISON, IDAHO, BUT THE ASSOCIATION MAY MAINTAIN OFFICES AND PLACES OF BUSINESS AT SUCH OTHER PLACES WITHIN THE STATE OF IDAHO, AS THE BOARD OF DIRECTORS MAY DETERMINE.

The following amendment to the Articles of Incorporation was adopted by the majority vote of the members of the corporation on May 7th, 1990, wherein the required majority of votes which were members present at such meeting in person or by proxy were entitled to cast, pursuant to the provisions as set forth in the Articles and Bylaws of this corporation, voted in favor of this Amendment in the manner prescribed by the laws of the State of Idaho, and the Articles of Incorporation of the Corporation with said Amendment to be effective on May 7th, 1990.

RESOLVED: The place where the principal business of the Association is to be transacted is Gotham Bay, Route 2, Box 103, Harrison, Idaho. This Association may, however, maintain offices and places of business at such other places within the State of Idaho as the Board of Directors may determine. The registered agent at said address should be the current secretary of the Stoneridge Pines Association.

FOUR: Article VI Section 1 shall be amended:

SECTION 1: THIS ASSOCIATION SHALL NOT HAVE CAPITAL STOCK, AND ITS CAPITAL SHALL BE REPRESENTED BY MEMBERSHIP CERTIFICATES WHICH SHALL

AMENDED ARTICLES

RESOLUTION FOUR-ARTICLE VI. SECTION 1.

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BE ISSUED AND SUBJECT TO OWNERSHIP IN ACCORDANCE WITH THE BYLAWS OF THIS ASSOCIATION. THE RIGHTS AND INTERESTS OF ALL MEMBERS SHALL BE EQUAL AND NO MEMBER CAN HAVE OR ACQUIRE A GREATER INTEREST THEREIN THAN ANY OTHER MEMBER; PROVIDED, HOWEVER, THIS SHALL NOT PREVENT ANY PERSON FROM HOLDING MORE THAN ONE MEMBERSHIP CERTIFICATE BEING ISSUED ONE CERTIFICATE FOR EACH LOT OR PARCEL OF GROUND THAT HE OWNS.

The following amendment to the Articles of Incorporation was adopted by the majority vote of the members of the Corporation on May 7th, 1990 wherein the required majority of votes which were members present at such meeting in person or by proxy were entitled to cast, pursuant to the provisions as set forth in the Articles and Bylaws of this corporation, voted in favor of this Amendment in the manner prescribed by the laws of the State of Idaho, and the Articles of Incorporation of the Corporation with said Amendment to be effective on May 7th, 1990.

RESOLVED: SECTION 1. This association shall not have capital stock, and its capital shall be represented by membership certificates which shall be available subject to ownership in accordance with the Bylaws of this association. Each lot within Stoneridge I, II and III shall be entitled to a membership certificate. The rights and interests of all members shall be equal and no member can have or acquire a greater interest therein than any other member; provided, however, this shall not prevent any person from holding more than one membership certificate, one certificate being available for each lot or parcel of ground that he owns.

The following Sections of Article VI shall be deleted in their entirety:

SECTION 2: THIS ASSOCIATION SHALL, BY ITS BYLAWS, PROVIDE THE TERMS AND CONDITIONS OF MEMBERSHIP.

SECTION 3: MEMBERSHIP FEES SHALL BE FIXED AND REGULATED BY THE BYLAWS. EACH MEMBER, WHOSE FEES ARE FULLY PAID AND WHO IS NOT IN ARREARS REGARDING PAYMENTS FOR WATER SERVICES, SHALL BE ENTITLED TO ONE VOTE AT ANY MEETING OF THE MEMBERS OF THE ASSOCIATION FOR EACH MEMBERSHIP CERTIFICATE HELD. ASSESSMENTS AGAINST MEMBERS, AND A DETERMINATION OF THEIR LIABILITY, SHALL BE FIXED BY THE BYLAWS OF THE ASSOCIATION, WHICH SHALL PROVIDE FOR THE MANNER OF COLLECTION AND ITS ENFORCEMENT AND ALSO FOR THE LAPSE OF MEMBERSHIP AND FORFEITURE OF THE RIGHT TO THE USE OF WATER FOR NON-PAYMENT OF WATER SERVICE OR NON-USER.

SECTION 4: THIS ASSOCIATION IS ORGANIZED AS A NON-PROFIT ASSOCIATION FOR THE MUTUAL BENEFIT OF ITS MEMBERS AND WILL NOT HAVE PROFITS. ALL FEES RECEIVED FOR ADMISSION OF MEMBERS SHALL BE

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RESOLUTION FOUR-ARTICLE VI. SECTION 4
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PLACED IN THE SURPLUS FUND TO BE USED ONLY FOR THE PAYMENT OF INDEBTEDNESS, REPAIRS, BUILDING, AND MAINTENANCE, AND FUTURE CONSTRUCTION, FUTURE PURCHASES OF LAND AND OTHER PROPERTIES NECESSARY FOR THE OPERATION OF THE CORPORATION AND THE PERFORMANCE OF ITS PURPOSES. AFTER ALL EXPENSES OF THE ASSOCIATION ARE PAID EACH YEAR, A REASONABLE RESERVE, AS DETERMINED BY THE BOARD OF DIRECTORS, SET ASIDE, ANY INCOME OF THE ASSOCIATION IN EXCESS THEREOF SHALL BE USED TO REDUCE THE CHARGES FOR THE NEXT YEAR'S OPERATIONS.

The following amendment to the Articles of Incorporation was adopted by the majority vote of the members of the Corporation on May 7th, 1990 wherein the required majority of votes which were members present at such meeting in person or by proxy were entitled to cast, pursuant to the provisions as set forth in the Articles and Bylaws of this corporation, voted in favor of this Amendment in the manner prescribed by the laws of the State of Idaho, and the Articles of Incorporation of the Corporation with said Amendment to be effective on May 7th, 1990.

RESOLVED:

- a. **MEMBERSHIP:** The Bylaws shall provide the terms and conditions of membership.
- b. **TRANSFERRED MEMBERSHIP:** Membership in the Association shall not be transferred, pledged, or alienated in any way, except as set forth in the Bylaws.
- c. **CLASSES OF MEMBERSHIP:** The Association shall have one class of voting membership which shall consist of the members of said Association.
- d. **FEES:** Membership fees shall be fixed and regulated by the Bylaws. Each membership shall be entitled to one vote at any meeting of the members of the Association, for each membership certificate held. Assessments against members, and a determination of their liability, shall be fixed by the Bylaws, which shall provide for the manner of collection and its enforcement and also for the lapse of membership and forfeiture of the right to the incidents of the Association.
- e. **ALLOCATION OF FEES:** This Association is organized as a non-profit Association for the mutual benefit of its members and will not have profits. All fees received for admission of members shall be placed in the surplus fund to be used only for the payment of indebtedness, repairs, building and maintenance. After all expenses of the Association are paid each year, and a reasonable reserve as determined by the Board of Directors shall be set aside, any income of the Association

in excess thereof shall be used to reduce the charges for the next year's obligations.

FIVE: The following shall be added to the Articles of Incorporation:

ARTICLE VIII: PURPOSES AND POWERS OF THE ASSOCIATION

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code.

This Association does not contemplate the distribution of gains, profits, or dividends to its members, and the specific primary purposes for which it is formed are to provide for the road and waterfront services.

In furtherance of said purposes, this Association shall have power to:

- a. Perform all of the duties and obligations of the Association as set forth in the Bylaws;
- b. Fix collect and enforce assessments as set forth in the Bylaws;
- 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. To borrow from any source, money, goods or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefore in any manner permitted by law;
- e. To buy, lease, hold and exercise all privileges of ownership in and to the real or personal property as may be necessary or convenient for the conduct and operation of the business of the Association, or incidental thereto. There shall be no transfer of any real property owned by the association unless an instrument has been signed by the President and Secretary attesting to the fact that two-thirds of the entire voting members have agreed to said transfer;
- f. To acquire and to hold, own and exercise all rights of ownership in, and to, sell, transfer or pledge certificates or become a member or a stockholder of any corporation or Association engaged in any related activities;

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RESOLUTION FIVE-ARTICLE VIII
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- g. To establish reserves to invest the funds thereof in stocks, bonds, and other property as the Board of Directors may deem satisfactory;
- h. To levy assessments in such manner and in such amount as may be provided in the Bylaws of this Association, and to provide for the manner of collection of assessments for services furnished its members and the enforcement thereof.
- i. To have and to exercise all powers, privileges and rights which a Corporation organized under the Idaho Non-Profit Corporation Act now or hereafter has or exercise, and all powers and rights incidental in carrying out the purposes for which this Association is formed, except such as are inconsistent with the express provisions of the act under which this Association is incorporated.
- j. To further promote the goodwill and trade in Coeur d'Alene, Idaho and surrounding areas.

ARTICLE IX: BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors of at least three (3) Directors, the total amount to be determined by the Bylaws. All Directors must be members of the Association.

ARTICLE X. DISSOLUTION OF CORPORATION

Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI: AMENDMENTS

These Articles of Incorporation may be amended by a vote at a meeting of the members having voting rights, which may be either an annual or special meeting as provided in the Idaho Non-Profit Corporation Act for the giving of notice of meeting members. The proposed amendment shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such meeting in person or by proxy are entitled to cast by the terms of the Bylaws.

EXECUTED BY THE UNDERSIGNED President and Secretary in duplicate originals at Coeur d'Alene, Idaho on this 5th day of June, 1990.

STONERIDGE PINES ASSOCIATION, INC.

BY: Catherine Scheiber
President

BY: Blair Glover
Secretary

STATE OF IDAHO)
County of Kootenai) ss.

I, Laurie Green, a Notary Public for the State of Idaho, do hereby certify that on the 5th day of June, 1990, personally appeared Catherine Scheiber, who, being by me first duly sworn, declared that she is the President of STONERIDGE PINES ASSOCIATION, INC., that she signed the foregoing document as President of the Corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereto set my hand and seal the name and year in this certificate first above written.

Laurie Green
Notary Public for Idaho
Residing at: Coeur d'Alene, Id.
Commission Expires: 9/1/95

STATE OF IDAHO)
County of Kootenai) ss.

On this _____ day of _____, 1990, before me,
_____, I,
_____, a Notary Public for the State of Idaho,
personally appeared _____, known or identified
to me to be the President of the corporation that executed the
instrument or the person who executed the instrument on behalf of
said corporation, and acknowledged to me that such corporation
executed the same.

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

Notary Public for Idaho
Residing at:
Commission Expires:

STATE OF IDAHO)
County of Kootenai) ss.

On this ^{1/2}5th day of June, 1990, before me,
Laurie Green I, Laurie Green
_____, a Notary Public for the State of Idaho,
personally appeared Blair Glover, known or identified
to me to be the Secretary of the corporation that executed the
instrument or the person who executed the instrument on behalf of
said corporation, and acknowledged to me that such corporation
executed the same.

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

Laurie Green
Notary Public for Idaho
Residing at: Coeur d'Alene, Id
Commission Expires: 9/11/95