

2013 MAY -3 PM 2:56

**AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
SPURWING GREENS MASTER ASSOCIATION INC.**

SECRETARY OF STATE
STATE OF IDAHO

THIS AMENDMENT OF THE ARTICLES OF INCORPORATION OF SPURWING GREENS MASTER ASSOCIATION INC. ("Amendment") is entered into effective as of the date fully executed by the Members below ("Effective Date").

Recitals

A. Articles of Incorporation of Spurwing Greens Master Association Inc. were filed on October 18, 2010 with the Idaho Secretary of State's office ("Articles") which incorporated Spurwing Greens Master Association Inc., an Idaho nonprofit corporation ("Master Association").

B. The undersigned constitute all of the current Members of Master Association ("Members").

C. The Members desire to amend the Articles to clarify rights of the Members, to update the director and officer liability provisions, and to provide for indemnifications of the directors and officers.

D. The Members unanimously approve this Amendment, which approval complies with the Articles and the Idaho Code.

Amendment

The Members incorporate the recitals above herein, and hereby amend the Articles as follows:

1. **Membership.** Article 6 of the Articles is hereby amended by deleting it in its entirety and replacing it with the following:

"During the existence of this Master Association, the "Members" shall be the Sub-Associations formed pursuant to the Declaration. Each Sub-Association shall have one (1) vote in matters voted upon by the Members as described in the Articles and Bylaws from time to time."

2. **Board of Directors.** Article 7 of the Articles is hereby amended by deleting the second sentence in its entirety and replacing it with the following:

"The Board shall consist of not less than four (4) Directors nor more than eight (8) Directors."

3. **Amendments.** The first sentence of Article 11 is hereby amended by deleting it in its entirety and replacing it with the following new sentence:

"Amendment of these Articles of Incorporation may be made at any regular meeting, or any special meeting of the Master Association called for that purpose, by the affirmative votes of more than two-thirds (2/3) of the total voting power of the Master Association's Members."

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4. Elimination of Directors' Liability. A new Article 14 is hereby added as follows:

"ARTICLE 14

INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) Elimination of Directors' and Officers' Liability. To the fullest extent permitted by the Idaho Code, no Director serving on the Board of Directors of the Master Association, or an officer serving in such officer's corporate capacity for the Master Association, shall have any personal liability to the Master Association or its membership for monetary damages for any action taken by, or omission made by, a Director and/or the Board of Directors, and/or by an officer in his or her corporate capacity, provided that such Director and/or officer shall meet his or her duties as prescribed by the Idaho Code. This Section shall not eliminate or limit the liability of a Director or an officer of the Master Association if not permitted by the Idaho Code.

(b) Indemnification for Directors' and Officers' Liability. To the fullest extent permitted by the Idaho Code, the Master Association shall indemnify, defend, protect and hold harmless a Director for any action taken by, or omission made by, a Director and/or the Board of Directors, and an officer for any action taken by, or omission made by, such officer in his or her capacity as an officer in the Master Association, provided that the Master Association has made the determinations for indemnification required by the Idaho Code. This Section shall not provide indemnification of a Director or Officer if not permitted by the Idaho Code.

(c) Reasonable Expenses. Indemnification by the Master Association as provided in this Article shall include reasonable expenses incurred by a Director or an officer in the defense of any proceeding to which such Director or officer is or was a party because of his or her position as a Director or officer, in which such Director or officer is wholly successful, on the merits or otherwise. The Master Association may advance expenses to a Director and/or officer (with the same procedure as for a Director) as provided by the Idaho Code from time to time."

5. Miscellaneous. Any capitalized terms not defined herein shall have the same meaning as in the Articles. In the event of a conflict between the terms of this Amendment and the Articles, this Amendment shall control. This Amendment may be executed in counterparts, and when taken together, such counterparts shall consist of one (1) Agreement.

[End of Text]


DATED EFFECTIVE as of the Effective Date, undersigned Members of the Master Association do hereby adopt and incorporate this Amendment as part of the Articles of the Master Association.

MEMBERS OF MASTER ASSOCIATION:

SPURWING GREENS ORCHARD/GROVE SUB-ASSOCIATION INC.,
an Idaho nonprofit corporation

By: 
David W. Turnbull, President 5.2.13


THE ESTATES AT SPURWING GREENS HOMEOWNERS'
SUB-ASSOCIATION INC., an Idaho nonprofit corporation

By: 
Christopher L. Anderson, President 5.2.13

ADDITIONAL APPROVAL:

DIRECTORS OF MASTER ASSOCIATION:

Peter Oliver


Becky Hanks

Date: _____

Date: May 3, 2013


Christopher L. Anderson


Michael Reich

Date: May 2, 2013

Date: May 2, 2013

DATED EFFECTIVE as of the Effective Date, undersigned Members of the Master Association do hereby adopt and incorporate this Amendment as part of the Articles of the Master Association.

MEMBERS OF MASTER ASSOCIATION:

SPURWING GREENS ORCHARD/GROVE SUB-ASSOCIATION INC.,
an Idaho nonprofit corporation

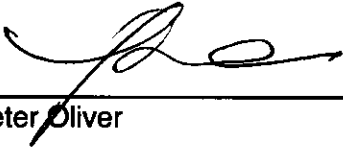
By: _____
David W. Turnbull, President

THE ESTATES AT SPURWING GREENS HOMEOWNERS'
SUB-ASSOCIATION INC., an Idaho nonprofit corporation

By: _____
Christopher L. Anderson, President

ADDITIONAL APPROVAL:

DIRECTORS OF MASTER ASSOCIATION:



Peter Oliver

Becky Hanks

Date: May 2, 2013

Date: _____

Christopher L. Anderson

Michael Reich

Date: _____

Date: _____