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State of Idaho

Department of State

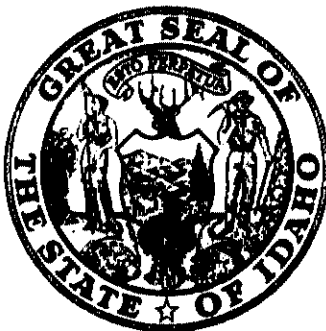
CERTIFICATE OF AMENDMENT OF

HOLIDAY HIGHWAY HOMEOWNERS' 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 HOLIDAY HIGHWAY 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: November 25, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl Davies
Corporation Clerk

ARTICLES OF AMENDMENT
OF
HOLIDAY HIGHWAY HOMEOWNERS' ASSOCIATION, INC.

The undersigned, being all the directors of the Holiday Highway Homeowners' Association, Inc., adopt the following Articles of Amendment.

ARTICLE I

NAME

The name of the corporation is HOLIDAY HIGHWAY HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

AMENDED ARTICLES

Articles IV, V, VI and X of the Articles of Incorporation are amended as follows:

"ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The purposes for which the Association is formed are:

(a) The specific and primary purposes for which the Association is formed are to be a residential real estate management association and to provide for the acquisition, construction, management, maintenance and care of real and personal property held by the Association or commonly held by the members of the Association or located in the development and owned by members of the Association and otherwise to act and be operated as a "homeowners association" as defined in Section 528 of the Internal Revenue Code of 1954, as amended.

(b) Subject to the provisions of the recorded or to be recorded Declaration of Covenants, applicable to the development (hereinafter referred to as the "Covenants"), the general purposes and powers of the Association are:

(1) To promote the health, safety and welfare of the residents within the development;

(2) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Covenants, for Holiday Highway Subdivision, and any supplemental covenants, applicable to the property and recorded or to be recorded in the Office of the Blaine County Recorder and as the same may be amended from time to time as therein provided, said Covenants being incorporated herein as if set forth at length;

(3) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

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

(5) To 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;

(6) To dedicate, sell or transfer all or any part of the 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.

(7) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and common area;

(8) To assure continued service of community water and sewage systems at reasonable rates.

(9) To arrange for the actual operation and maintenance of the system.

(10) To collect funds for domestic water or sanitary sewer assessments, dues, or service charges which shall be disbursed only in payment for expenses of the water and sewage systems.

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

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall in no wise be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which has been improved and is subject, by the declaration, to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Such membership shall, at all times, be identified with the owner of the improved property or properties and shall not be subject to the approval of the board of directors or other members.

ARTICLE VI

VOTING RIGHTS

Voting rights in the Association shall be proportionate to the number of improved properties served by the water and sewage systems and owned by the members. Expulsion of members or cancellation of voting rights shall not be permitted. Voting rights shall be restricted to property with improvements only.

ARTICLE X

AMENDMENTS

Amendments of these Articles shall require the vote of the members representing at least two-thirds (2/3) of the eligible voters, and, during the first year of operation, with the approval of HUD. After the first year of the Association's existence, HUD approval shall not be required."

There are, currently, no members of the Association. The meeting of the board of directors at which these Articles of Amendment were adopted, which Amendments received the vote of a majority of the Directors in office, was held on the 6 day of November, 1991.

IN WITNESS WHEREOF, for the purpose of amending the Articles of Incorporation under the laws of the State of Idaho, the undersigned, constituting all the directors of this Association, have executed these Articles of Amendment this 8 day of November, 1991.



DAVID E. FOWLER



VERYL P. FOWLER


RICH ALLEN

STATE OF IDAHO,)
) ss.
County of Blaine.)

On this 7th day of November, 1991, personally appeared DAVID E. FOWLER, known to me or identified to me to be the Director of Holiday Highway Homeowners' Association, Inc., the corporation that executed the foregoing instrument, and acknowledged to me that such corporation executed the same.

WITNESS my hand and official seal.

Christine A. Raef
Notary Public for Idaho
Residing at Salley, Idaho

STATE OF IDAHO,)
) ss.
County of Blaine.)

On this 7th day of November, 1991, personally appeared VERYL P. FOWLER, known to me or identified to me to be the Director of Holiday Highway Homeowners' Association, Inc., the corporation that executed the foregoing instrument, and acknowledged to me that such corporation executed the same.

WITNESS my hand and official seal.

Christine A. Raef
Notary Public for Idaho
Residing at Salley, Idaho

STATE OF IDAHO,)
) ss.
County of Blaine.)

On this 8th day of November, 1991, personally appeared RICH ALLEN, known to me or identified to me to be the Director of Holiday Highway Homeowners' Association, Inc., the corporation that executed the foregoing instrument, and acknowledged to me that such corporation executed the same.

WITNESS my hand and official seal.

Daniel C. [Signature]
Notary Public for Idaho
Residing at Salley, Idaho

STATE OF IDAHO,)
) ss.
County of Blaine.)

says: David E. Fowler, being first duly sworn, deposes and

That he is the a director of Holiday Highway Homeowners' Association and has read the foregoing instrument and knows the contents thereof.

The same is true of his own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters, he believes it to be true.

David E. Fowler

SUBSCRIBED AND SWORN to before me this 7th day of November, 1991.

Christine A. Reef
Notary Public for Idaho
Residing at Shiley, Idaho

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