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State of Idaho

Department of State

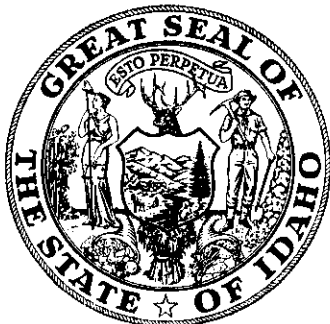
CERTIFICATE OF AMENDMENT OF

RIVER RUN 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 RIVER RUN 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 1, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Therese Reubens*

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RIVER RUN HOMEOWNERS ASSOCIATION, INC.
DULY ADOPTED ON NOVEMBER 1, 1993

Nov 1 10 34 AM '93
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 3, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be RIVER RUN HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as "River Run Association".

ARTICLE II

TERM

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

NON-PROFIT

This corporation shall be a non-profit, membership corporation.

ARTICLE IV

REGISTERED AGENT

The location and street address of the registered office of this corporation shall be 168 N. 9th Street, Suite 250, Boise Idaho, 83702, and Linda Roberts is hereby appointed the registered agent of the River Run Homeowners Association, Inc.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Common Area owned by the River Run Association, and the architectural control of the Property Covered by the Declaration of Covenants, Conditions and Restrictions for River Run, recorded in the Office of the County Recorder, Ada County, Idaho (River Run Declaration) and to promote the health, safety and welfare of the residents within the Property Covered and any additions thereto as may hereafter be brought within the jurisdiction of the River Run Association by amendment or supplement to the River Run Declaration for this purpose to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the River Run Association as set forth in the River Run Declaration applicable to the Property and as the same may be amended from time to time as therein provided, said River Run Declaration being incorporated herein as if set forth at length;

(B) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the River Run Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the River Run Association, including all licenses, taxes or governmental charges levied or imposed against the Common Area owned by the River Run Association;

(C) 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 River Run Association under the limitations imposed by River Run Declaration;

(D) Borrow money, and with the assent of two-thirds (2/3) of the Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(E) 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 Board of Directors or set forth in the River Run Declaration. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Members, agreeing to such dedication, sale or transfer and otherwise conforms to the limitations imposed by the River Run Declaration;

(F) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that

any such merger, consolidation or annexation shall comply with the requirements of the River Run Declaration;

(G) Have and to exercise any and all powers, rights and privileges which corporation organized under the Non-profit Corporation Law of the State of Idaho may by law now or hereafter have or exercise, subject only to limitations contained in the By-Laws and the River Run Declaration and the amendments and supplements thereto.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Building Lot which is subject to the River Run Declaration, including contract sellers, shall be a Member of the River Run Association. The foregoing is not intended to include persons or entities who 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 Building Lot which is subject to the River Run Declaration.

ARTICLE VII

VOTING RIGHTS

The River Run Association shall have two classes of voting membership:

A. Class A. Class A Members shall be the Delegate Directors and shall be entitled to one vote for each Building Lot owned by Members of the Local Association represented on the Board of Directors by such Delegate except where the Supplemental Declaration to the River Run Declaration for that Phase specifies a different ratio.

B. Class B. Class B Members shall be all Owners and shall be entitled to one vote per Building Lot owned by such Class B Members. Under no circumstances shall partial votes be counted.

All voting power for managing the affairs of the River Run Association shall be exercised by the Delegate Directors selected as provided in the River Run Declaration, and no Member shall be entitled to cast his or her own vote.

All contracts for management of any Common Area shall be for a term not exceeding one year.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. A Director, also known as "Delegate Director", must be a Member of the River Run Association. The number of directors may be changed by amendment of the By-Laws of the Association.

ARTICLE IX

ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the River Run Declaration and for the payment and discharge of the liabilities of the River Run Association as provided for in the River Run Declaration and as set forth in the By-Laws of the River Run Association.

ARTICLE X

BY-LAWS

The By-Laws of this corporation may be altered, amended or new By-Laws adopted at any regular meeting of Members, or at any special meeting called for that purpose, or annual meeting at which a quorum is present in person or by proxy, or by written ballot when accompanied by a copy or summary of the amendment, by the affirmative vote of 51% or more of the total voting power of the total membership.

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, employees and agents of the River Run Association and the Members for the payment of Assessments, the By-Laws may incorporate by reference the provisions of the River Run Declaration.

ARTICLE XI

DISSOLUTION

Subject to the provisions as to mortgage protection set forth in the River Run Declaration, the River Run Association may be dissolved with the assent given in writing and signed by Delegate Directors representing not less than two-thirds (2/3) of Class B Members. Upon dissolution of the River Run Association, other than incident to a merger or consolidation, the assets of the River Run Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this River Run Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

AMENDMENTS

Amendment of these Articles shall require the assent of not less than fifty-one percent (51%) of the voting power of the Members at any regular meeting of Members, or at any special meeting called for that purpose, or annual meeting at which a quorum is present in person or by proxy, or by written ballot when accompanied by a copy or summary of the amendment.

No amendment which is inconsistent with the provisions of the River Run Declaration or the laws of the state of Idaho shall be valid.

ARTICLE XIII

MEANING OF TERMS

All terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the River Run Declaration, which terms include without limitation: "Articles", "Assessments", "Board", "Building Lot", "By-Laws", "Common Area", "Delegate", "Grantor", "Local Association", "Local Common Area", "Member", "Phase", "Property", "Property Covered", "Owner", and "Supplemental Declaration".

STATEMENT OF ADOPTION

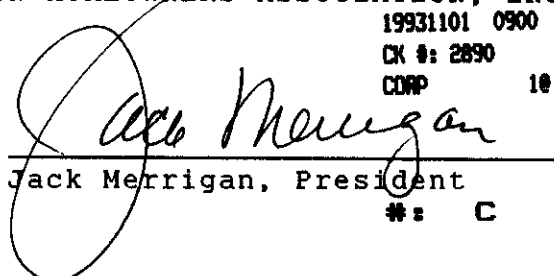
The foregoing restated articles of incorporation correctly set forth changes to Articles IV, Registered Agent; Article V, Purpose and Powers of the Association; Article VII, Voting Rights; Article VIII, Membership Certificates; Article IX, renumbered VIII, Board of Directors; Article XIII renumbered Article XII, Amendments; Article XIV, FHA/VA Approval; Article XV renumbered XIII, Meaning of Terms of the Articles of Incorporation as heretofore amended, and supersede the original articles of incorporation and all amendments thereto.

Duly adopted on November 1, 1993, by written ballot. Members totaling 333 being eligible to vote, 171 votes being cast for, 5 votes being cast against, and 157 votes not cast to adopt these amended and restated Articles of Incorporation.

RIVER RUN HOMEOWNERS ASSOCIATION IDAHO SECRETARY OF STATE

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By


Jack Merrigan, President

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