

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

RIVER RUN PHASE 3-C LOCAL ASSOCIATION, INC.
File Number C 97945

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 PHASE 3-C LOCAL ASSOCIATION, INC., duly signed 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: December 11, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonny Herold*

Dec 11 9 53 AM '95

SECRETARY OF STATE
STATE OF IDAHO

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RIVER RUN PHASE 3C LOCAL ASSOCIATION, INC.

IDAHO SECRETARY OF STATE
DATE 12/11/1995 0900 20591
CK #: 3063 CUST# 62539
NON PROF A 30.00= 30.00
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KNOW ALL MEN BY THESE PRESENTS:

The undersigned, for the purpose of forming a nonprofit 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 PHASE 3-C LOCAL ASSOCIATION, INC., hereinafter referred to as "Phase 3-C Association, Inc."

ARTICLE II

TERM

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

ARTICLE III

NONPROFIT

This corporation shall be a nonprofit, 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 Diane Knipe is hereby appointed the registered agent of the River Run Phase 3C Local 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 certain regulations of use of, and architectural control of, the Building Lots located in

River Run Phase 3C, which is a portion of the Property covered by the Amended and Restated Declaration of Covenants, Conditions and Restrictions for River Run Homeowners Association, Inc., recorded in the Office of the County Recorder, Ada County, Idaho as Instrument No. 96025281 ("River Run Declaration"), as supplemented by the Amended and Restated Phase 3C Supplement to the River Run Declaration recorded in the Office of the County Recorder, Ada County, Idaho as Instrument No. 95090750 ("Phase 3C Supplement"); to provide for the maintenance and preservation of the Local Common Area, if any, owned by the Phase 3C Association; to elect a Delegate Director to the Board of Directors of the River Run Homeowners Association, Inc., an Idaho nonprofit corporation, and to restate the establishment of the Phase 3C Local Homeowners Association; and to promote the health, safety and welfare of the residents within the above-described property. The Phase 3C Association also has the power to:

(A) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Phase 3C Association as set forth in the River Run Declaration and the Phase 3C Supplement, as either may be amended from time to time as therein provided, said River Run Declaration and Phase 3C Supplement 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 and the Phase 3C Supplement.

(C) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Local Common Areas, provided that any such merger, consolidation or annexation shall comply with the requirements of the River Run Declaration and the Phase 3C Supplement;

(D) Have and 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, subject only to limitations contained in the Bylaws and the River Run Declaration, the Phase 3C Supplement, 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 subject to the Phase 3C Supplement, including contract sellers, shall be a Member of the Phase 3C 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 Phase 3C Supplement.

ARTICLE VII

VOTING RIGHTS

Members are entitled to one (1) vote for each Building Lot owned. When more than one person or entity holds an interest in any Building Lot, all such persons shall be Members, but in no event shall more than one vote be cast with respect to any Building Lot.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of three (3) directors, who must be Members of the Phase 3C Association. The number of directors may be changed by amendment of the Bylaws of the corporation.

ARTICLE IX

ASSESSMENTS

Each Member shall be liable for the payment of Assessments provided for in the River Run Declaration and the Phase 3C Supplement and for payment as set forth in the Bylaws of the Phase 3C Association.

ARTICLE X

BYLAWS

The Bylaws of this corporation may be altered, amended or new Bylaws adopted at any regular or any special meeting of the members called for that purpose or by written ballot when accompanied by a copy or summary of the amendment/s, by the affirmative vote of fifty-one percent (51%), or more, of the membership.

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, and agents of the corporation the Bylaws may incorporate by reference the provisions of the River Run Declaration and the Phase 3C Supplement.

ARTICLE XI

DISSOLUTION

Subject to the provisions as to mortgage protection contained in the River Run Declaration and the Phase 3C Supplement, the Phase 3C Association may be dissolved with the assent given in writing and signed by all Members or upon the affirmative vote of three-fourths (3/4) of the Members. Upon dissolution of the Phase 3C Association, other than incident to a merger or consoli-

dation, the assets of the Phase 3C Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Phase 3C Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit 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 fifty-one percent (51%) of the Membership and when required by the River Run Declaration, the consent of holders of first mortgages on property who have requested the Association in writing to provide them notice of proposed action which affects their interests. No amendment which is inconsistent with the provisions of the River Run Declaration or the Phase 3C Supplement 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, these Articles, the Phase 3C Bylaws, and the Phase 3C Supplement, which terms include, without limitation: "Articles", "Board", "Building Lot", "Bylaws", "Common Area", "Member", "Property", "Property Covered", and "Owner".

STATEMENT OF ADOPTION

The foregoing Amended and Restated Articles of Incorporation correctly set forth changes to Article IV, Registered Agent; Article V, Purpose and Powers of the Association; Article VII, Voting Rights; Article VIII, Membership Certificates; Article IX, Board of Directors; Article X, Assessments; Article XI, Bylaws; Article XII, Dissolution; Article XIII, Amendments; Article XIV, FHA/VA Approval; Article XVI, Original Incorporator, as heretofore amended, and supercede the original articles of incorporation and all amendments thereto.

Duly adopted on 11 DEC. '95, by written ballot by the affirmative vote of at least three-fourths (3/4) of the members of the Association. Twenty-seven (27) members were qualified to vote, 21 votes were cast in favor of the restatement and amendments, 1 votes were cast against the restatement and amendments, and 5 votes were not cast.

RIVER RUN PHASE 3C LOCAL ASSOCIATION

Thomas L. Hoffer
President

Caroline L. Krueger
Vice President

Mary B. Lunsford
Secretary