

**FILED EFFECTIVE**

Amended & Restated  
**ARTICLES OF INCORPORATION**

**BRAEMERE OWNERS ASSOCIATION, INC.**

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SECRETARY OF STATE  
STATE OF IDAHO

In compliance with the laws of the State of Idaho governing corporations, particularly TITLE 30, CHAPTER 1, IDAHO CODE, section 30-1-1 and following, the members restate the Articles of Braemere Owners Association, Inc. as follows:

**ARTICLE I**

**THE CORPORATIONS:**

1. Is named Braemere Owners Association, Inc., hereafter called the "Association," or "BOA."
2. Is a non-profit corporation.
3. Is perpetual in duration.

**ARTICLE II**

**THE PURPOSE OF THE ASSOCIATION IS:**

1. To promote the health, safety and welfare of the owners of the dwelling units in the Braemere Subdivision, a plat of which is recorded in Ada County, Idaho as instrument number 814617.
2. To administer compliance with the Covenants, Conditions and Restrictions, hereafter CC&R's, to which the subdivision is subject, and which are incorporated herein as though set forth in full.
3. To administer compliance with these Articles which, while subordinate to the CC&R's, otherwise shall be controlling.
4. To provide for maintenance, preservation, beautification and architectural control of the dwelling units and common area within the subdivision.

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## **ARTICLE III**

### **POWERS AND PRIVILEGES:**

1. Each owner of any lot by acceptance of a deed therefor, whether or not it shall be so expressed in such deed, is deemed to covenant and agree to pay to the Association: (1) annual assessments or charges, and (2) special assessments for capital improvements, such assessments to be established and collected as hereinafter provided. The annual and special assessments, together with interest, costs, and reasonable attorney's fees, shall be a charge on the land and shall be a continuing lien upon the property against which each such assessment is made. Each such assessment, together with interest, costs and reasonable attorney's fees shall also be the personal obligation of the person who was the owner of such property at the time when the assessment fell.
2. In addition to maintenance upon the common area, the Association shall provide exterior maintenance upon each dwelling unit, as follows: paint, repair, replacement and care of roofs, gutters, downspouts, exterior building surfaces, trees, shrubs, grass, foundation, walks, and other exterior improvements, but excluding glass surfaces, entrance lights, flower beds adjacent to owner's front door, and anything of a structural nature not specifically included herein.
3. The assessments levied shall be used exclusively to promote the recreation, health, safety, and welfare of the residents in the properties and for the improvement and maintenance of the common area and the exterior of the dwelling unit situated on the properties.
4. In the event that the need for maintenance or repair of a dwelling unit or the improvements thereon is caused through the willful or negligent acts or omissions of an owner, or through the willful or negligent acts of the family, guests or invitees of an owner of the dwelling unit needing such maintenance or repair, the cost of such exterior maintenance shall be added to and become part of the assessment to which such lot (owner) is subject.
5. The annual assessment period shall be set by the Board of Directors and shall continue thereafter from year to year unless changed by the Board. The annual assessment shall be fixed by the Board using good business practice, be based upon an annual budget and include amounts sufficient to amortize long term expenses such as painting and roof replacement. If the budget adopted does not provide for sufficient amortization of long term expenses, Article VI, section 2, sub-paragraph (i), of the by-laws will apply.
6. The Board shall fix the amount and due date of the annual assessment against each dwelling unit at least thirty (30) days in advance of each assessment period. At least ten (10) days in advance of the annual meeting written notice of the assessment and due date shall be sent to every owner subject thereto with a copy of the budget upon which the assessment is based. Upon the members' approval of the budget as submitted or amended it shall become operative.
7. In addition to the annual assessments authorized above, the Association may levy, in any assessment year, a special assessment for the purpose of defraying the cost of any unbudgeted construction, reconstruction, repair, painting, or replacement of a capital improvement upon the common area, including fixtures related thereto, provided that any such assessment shall have the

assent of two thirds (2/3) of the votes of the members who are voting in person or by proxy at a meeting duly called for this purpose.

8. Both annual and special assessments must be fixed at a uniform rate for all dwelling units and may be collected on a monthly or quarterly basis; provided, however, that the assessment for painting and roofing levied on units 110, 110.5, 118 and 118.5 shall be one-half the amount assessed other units.
9. Any assessment not paid within thirty (30) days after the due date shall bear interest from the due date at the maximum legal rate. The association may bring an action at law against the person personally obligated to pay the same, or may foreclose the lien against the property.

#### **ARTICLE IV**

**MEMBERSHIP;** Every person or entity who is a record owner of a fee or undivided fee interest in any dwelling unit which is subject to assessment by the Association shall be a member of the 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 dwelling unit.

Members shall be entitled to one vote for each dwelling unit or building site owned. When more than one person holds an interest in any dwelling unit or building site, all such persons shall be members but shall have but one vote which shall be exercised as they determine, including fractional votes proportionate to their ownership interest.

#### **ARTICLE V**

**BOARD OF DIRECTORS:** The affairs of the Association shall be managed by a Board of Directors. The number of Directors may be changed from time to time by the Board but shall not be less than three (3). Directors are elected by the membership, at least one of whom should be a resident member.

#### **ARTICLE VI**

**AMENDMENT;** The members may amend these Articles by a majority vote at a meeting duly called for the purpose.

#### **ARTICLE VII**

**NOTICE OF MEMBER'S MEETING;** Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than fourteen (14) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the caller of the meeting, to each member entitled to vote. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage paid.

An annual meeting of members shall be held at such time as may be specified in the Bylaws.

Special meetings of the members may be called by the President, the Board of Directors or by members holding not less than thirty percent (30%) of the votes entitled to be cast.

### ARTICLE VIII

QUORUM: Members holding at least thirty percent (30%) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum.


The vote of the majority of the votes entitled to be cast by the members present, in person or by proxy, at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law or these Articles.

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The foregoing restated Articles of Incorporation of Braemere Homeowners Association were duly adopted by the members at a meeting held October 23, 1996 and recorded by Beverly Niquette (secretary) and Ila Greenfield (President).

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For ease of reference, this 1996 Articles of Incorporation restatement was included with the By-Law restatement published on 12-11-2006.

  
Ron Morton, Secretary

  
Douglas Park, President