

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SPYGLASS SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

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SPYGLASS SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the laws of Idaho relating to non-profit corporations, including particularly Section 30-30-202 of the Idaho Code, the undersigned, in order to form a non-profit corporation for the purposes hereinafter stated, do hereby, adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the corporation shall be SPYGLASS SUBDIVISION HOMEOWNERS ASSOCIATION, INC. hereinafter called the "Association".

ARTICLE II

The principal office of the Association shall be Idaho.

ARTICLE III

Purpose and Powers of the Association

The purposes of this Association shall be to provide for the maintenance, preservation, and control of the common areas within SPYGLASS SUBDIVISION, Ada County, Idaho and any additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation as provided in the Covenants referred to below, and to promote the recreation, health, safety, and welfare of the members hereof, and for these purposes to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in those certain Covenants, Conditions, and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded in the Recorder's office of the County of Ada, Idaho, as Instrument No. 97025534, and as the same has and may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in full;

(b) 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;

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

(d) Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to those restrictions contained in the Declaration and any amendments thereto;

(e) Dedicate, sell, or transfer all or any part of the common areas, and/or common facilities, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members, subject to those restrictions contained in the Declaration and any amendments thereto;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or to annex additional residential property and common areas, subject to those restrictions contained in the Declaration and any amendments thereto;

(g) Fix and levy assessments in any manner authorized by section 30-30-302 of the Idaho Code and to secure the payment of any such assessment by the imposition of a lien against the real property which membership rights are appurtenant; and

(h) Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Idaho Non-Profit Corporation Act by law may now or hereafter have or exercise.

ARTICLE IV

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by the Declaration 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 in a lot merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Each member shall enjoy those property rights defined in the Declaration and amendments thereto. Members shall under no circumstances be personally liable for the liabilities and/or debts of the Association.

ARTICLE V

Voting Rights

For voting purposes, the Association shall have one class of members.

All lot owners shall be members. Each member shall be entitled to cast one (1) vote for each Lot owned by such member on the date of the vote.

ARTICLE VI

Board of Directors

The affairs of the Association shall be managed by a Board of five (5) directors at meetings duly held pursuant to the Bylaws and at which a quorum is present in person or by proxy. After the filing of these Articles, the size of the Board may be changed from time to time by the enactment or amendment of an appropriate Bylaw in the manner set forth in said Bylaws. A quorum shall consist of a majority of the directors.

The Board, by majority vote, shall elect and may remove any officer of the Association.

At the first annual meeting, the members shall elect the Board. At each annual meeting thereafter the members shall elect one director for a term of three years. Vacancies during the term shall be filled by the remaining directors.

ARTICLE VII

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the 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. No part of the assets of such dissolved Association shall inure to the benefit of any member.

ARTICLE VIII

Duration

Subject to the provisions of Article VII, above, the corporation shall have a perpetual existence.

ARTICLE IX

Incorporator

The name and street address of the Incorporator of this Association is as follows:

NAME

ADDRESS

PETER A. WIERENGA

10311 West Susan Court

Boise, ID 83704

ARTICLE X

Amendments

Amendments of these Articles may only be enacted in conformity with the provisions of Section 30-30-701 of the Idaho Code. These Articles or the Bylaws of the Association may only be amended by the vote of two-thirds (2/3) of the Directors or by the vote of two-thirds (2/3) of the members of the Association in accordance with Idaho Law.

IN WITNESS WHEREOF, the parties hereto have executed this Amended Articles of Incorporation this ____ day of _____, 2019.

Printed Name: _____
Title: Director

Printed Name: _____
Title: Director

Printed Name: _____
Title: Director

Printed Name: _____
Title: Director

STATE OF IDAHO)
)ss.
COUNTY OF ADA)

On the ___ day of _____, 2019, before me, the undersigned, a Notary Public in and for the state of Idaho, personally, appeared, _____, known to me or identified to me as a Director of Spyglass Subdivision Homeowners Association, Inc., the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.

Notary Public for Idaho.
Residing at Boise, Idaho.
My Commission expires: _____

STATE OF IDAHO)
)ss.
COUNTY OF ADA)

On the ___ day of _____, 2019, before me, the undersigned, a Notary Public in and for the state of Idaho, personally, appeared, _____, known to me or identified to me as a Director of Spyglass Subdivision Homeowners Association, Inc., the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.

Notary Public for Idaho.
Residing at Boise, Idaho.
My Commission expires: _____

STATE OF IDAHO)
)ss.
COUNTY OF ADA)

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.

Notary Public for Idaho.
Residing at Boise, Idaho.
My Commission expires: _____

STATE OF IDAHO)
)ss.
COUNTY OF ADA)

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.

Notary Public for Idaho.
Residing at Boise, Idaho.
My Commission expires: _____

AMENDED BYLAWS

OF

SPYGLASS SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

AMENDED BYLAWS

OF

SPYGLASS SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

Name of Office

Section 1. Name of Association. The name of this corporation shall be SPYGLASS SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

Section 2. Address of Association. The principal office of the corporation shall be located at 3232 S. Pajaro Place, in the city of Eagle, Idaho, but may be changed from time to time by action of the Board of Directors without the amendment of these Bylaws. The corporation may also have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II

Purpose

The purpose of this Association shall be to provide for the ownership, care, maintenance, preservation, and control of the common areas within Spyglass Subdivision, and control of the recreation, health, safety, and welfare of the members thereof, to provide for the architectural control of improvements constructed within Spyglass Subdivision, and to perform any and all other functions delegated to it by the Declaration of Covenants, Conditions, and Restrictions of Spyglass Subdivision, recorded as Instrument No. 97025534, in the records of Ada County, Idaho and as subsequently amended.

ARTICLE III

Membership

Section 1. Members. Every owner of a lot located in Spyglass Subdivision, which lot is not common property, shall be a member of the Association. The plat of said subdivision is recorded in Ada County, Idaho as Instrument No. 96099182. The term "owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to the lot, excluding those having an interest in the lot merely as security for the performance of an

obligation.

Section 2. Property Rights and Delegation. The property rights of each member are defined in the Declaration of Covenants, Conditions, and Restrictions of Spyglass Subdivision.

Section 3. Annual Meeting. The annual meeting of the members shall be held during the month of April in each year, as set by the Board of Directors, for the purpose of electing the directors and for the transaction of such other business as may come before the meeting.

Section 4. Special Meetings. Special meetings of the members for any purpose or purposes may be called by the Board of Directors. Special meetings of the members must be called anytime such is requested by 6 members of the Association.

Section 5. Voting Rights. Voting rights are defined in Article V of the Articles of Incorporation of SPYGLASS SUBDIVISION HOMEOWNERS ASSOCIATION, INC. Any member who is more than thirty (30) days in arrears on the payment of any dues or assessments of the Association shall be ineligible to vote on any Association matter. For voting purposes, membership and delinquencies shall be determined by five (5) days prior to any meeting of members. Voting at any membership meeting may be either in person or by written proxy.

Section 6. Place of Meeting. The Board of Directors may designate any place within the Spyglass Subdivision as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 7. Notice of Meeting. Except as is specified in Section 9, below, written or printed notice stating the place, day, and hour of any special or annual meeting of the members of the Association shall be delivered not less than ten (10), nor more than sixty (60), days before the date of any such meeting. Said notice may be given either personally, by email, except as prohibited by law, or by first-class mail. Formal notice may be waived by the members in writing at the commencement of any meeting.

Section 8. Quorum. Nine (9) of the members of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the members.

Section 9. Informal Action by Members. Any action required to be taken at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by a majority of the members.

ARTICLE IV

Board of Directors

Section 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

Section 2. Election. The number of directors shall be five (5). At the first annual meeting the members shall elect directors in the manner prescribed in Article VI of the Articles of Incorporation. At any meeting in which more than one director is to be elected, voting shall

be on a cumulative basis with each lot owner to have one vote for each director to be elected. Under all circumstances, voting of members for the selection of Directors may be in person or by written proxy.

Section 3. Regular Meetings. A regular meeting of the Board of Directors may be held without other notice than this Bylaw immediately after, and at the same place and date as the annual meeting of members. The Board of Directors may, by resolution, provide the time and place within the Spyglass Subdivision for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meeting. Special meetings of the Board of Directors may be called either by or at the request of the president or any three directors.

Section 5. Notice. Notice of any special meeting shall be given at least five (5) days prior thereto by written notice delivered personally, emailed (except as prohibited by law), or mailed by first class mail to each director. Any director may waive notice of a meeting in writing. Attendance by a director shall automatically constitute a waiver of such notice. Formal notice of any meeting may be waived in writing at any meeting.

Section 6. Quorum. A majority of the directors present in person or by proxy shall constitute a quorum for the act of the Board of Directors. Directors may, for voting purposes, grant a proxy to any other current member of the Board.

Section 7. Voting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Directors may, for voting purposes, grant a proxy to any other current member of the Board.

Section 8. Vacancies. Vacancies during the term shall be filled by the remaining directors by majority vote. If the remaining Directors are unable to agree on a member to fill such a vacancy, the members of the Association shall fill the vacancy at a special meeting called for such purpose.

Section 9. Appointment and Removal of Officers. The Board, by majority vote, may appoint or remove any officer of this Association.

Section 10. Removal of Directors. Directors may be removed from office, with or without cause, at any time by the affirmative vote of fourteen (14) of the members.

ARTICLE V

Officers

Section 1. Designation. The officers of the Association shall be a President, two Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Any two offices may be held by the same person except the offices of President and Secretary. Officers of the Association shall be elected by and from the members of the Board.

Section 2. Election and Term of Office. The officers of the Association to be elected by the Board of Directors shall be elected annually at the first meeting of the Board of Directors held after each annual meeting of the members or as soon thereafter as is convenient. Each officer shall hold office until his or her successor has been duly elected, until his or her death, or until he or she shall resign or shall have been removed.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He or she shall, when present, preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates of membership of the corporation, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed and in general shall perform all duties instant to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Presidents. In the absence of the President or in the event of his or her death, inability, or refusal to act, any one of the two Vice Presidents shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Vice Presidents shall also perform such other duties as from time to time may be assigned him or her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the members and of the Board of Directors meetings in one or more books provided for that purpose; see that all the notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of post office addresses of each member and delegate, which shall be furnished to the Secretary by such member; have general charge of the membership books of the corporation; and in general perform all duties incident to the office of Secretary and such other duties as from time to time as assigned to him or her by the President or by the Board of Directors.

Section 8. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of this or her duties in such sum with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in

the name of the corporation in such banks, trust accounts or other depositories as shall be selected in accordance with these Bylaws; prepare and present to the member of the corporation at the members annual meetings a report as to the financial status of the corporation and a report of the receipts and expenses of the corporation during the preceding year; and in general perform all duties as from time to time may be assigned to him or her by the President or by the Boar of Directors.

ARTICLE VI

Corporate Records, Contracts, Loans, Checks and Deposits

Section 1. Contract. The Board of Directors may by written resolution authorize any officer, officers, agent, or agents of the corporation, to enter into any contract or execute or deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by written resolution of the Board of Directors. Such authority may be general or confirmed to specific instances.

Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by two (2) unrelated officers or agents of the corporation.

Section 4. Deposit. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, savings and loan associations, trust companies, or other depositories as the Board of Directors may select.

Section 5. Corporate Records. The secretary of the corporation shall maintain the corporate record books which shall contain in the originals of the Articles of Incorporation, these Bylaws, and the Minutes of all members' and Board of Directors' meetings, together with copies of the Notice given or the Waivers of Notice received by the corporation.

Section 6. Inspection Rights. The members shall have the right, either in person or by agent, to inspect the corporate books at any reasonable time upon the giving of 72 hours written notice.

Section 7. Annual Financial Report. Within 90 days after the end of the corporation's fiscal year, which shall also be the calendar year, the Treasurer of the corporation shall prepare and mail to the members an annual financial report which report shall list in summary form all receipts and expenses of the corporation for the prior year. Said report shall also include a then-current list of all corporate assets and liabilities.

ARTICLE VII

Assessment

Subject to the Declaration of Covenants, Conditions, and Restrictions of Spyglass Subdivision, the Board of Directors shall fix the annual assessment period, determine a reasonable operating budget for the forthcoming assessment period, and fix the annual and/or monthly assessment. The Board of Directors shall maintain records of all assessments made, all assessment payments received, and all delinquent assessments in accordance with generally accepted accounting principles.

ARTICLE VIII

Insurance

The Board of Directors may obtain such insurance coverage as may be required by the Declaration of Covenants, Conditions, and Restrictions, or as may from time to time seem prudent to the Board.

ARTICLE IX

Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the members of the Association.

Adoption

The foregoing Bylaws are hereby ratified and approved by the Directors of the Association.

IN WITNESS WHEREOF, the parties hereto have executed this Amended Articles of Incorporation this ____ day of _____, 2019.

Printed Name: _____
Title: Director

Printed Name: _____
Title: Director

Printed Name: _____
Title: Director

Printed Name: _____
Title: Director

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of SPYGLASS SUBDIVISION HOMEOWNERS ASSOCIATION, INC. and that the foregoing Bylaws constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof held on the ___ day of _____, 2019.

DATED: _____

Printed Name: _____
Title: Secretary