

MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC.
FOR MEADOWS PARK SUBDIVISION,
AND MEADOWS PARK SUBDIVISION NO. 2
OWNER'S UNDERTAKING

WHEREAS, the undersigned is the owner of a certain lot within MEADOWS PARK SUBDIVISIONS as platted and filed for record with the Adams County, Idaho, Recorder's Office; and

WHEREAS, as owner he or she is desirous of becoming bound by the provisions of the Articles of Incorporation and Bylaws of the MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC., as amended from time to time, and wishes to freely and voluntarily execute this undertaking in consideration of the mutual benefits to be derived from such an undertaking.

NOW, THEREFORE, IN CONSIDERATION of the foregoing, the undersigned covenants and agrees to bind himself or herself, their heirs and assigns, and their following described realty in conformance with the provisions of the Articles of Incorporation and Bylaws of the MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC., recorded as Instrument No. 82947, Adams County Records. The realty being particularly bound is described as follows:

Lot(s) 6, Block 1, MEADOWS PARK SUBDIVISION NO. 1, as platted and filed for record with the Adams County, Idaho, Recorder's Office,

and hereby authorizes the recording of this undertaking so as to create a covenant running with their land.

EXECUTED this 25 day of September, 1992.

Erin Michel

Laura Michel

STATE OF Idaho)
) ss.
County of Adams)

On this 20th day of September, 1992, before me,
Sandra L. Moats, a Notary Public in and for
said State, personally appeared _____
Lionell + Doris Michel

and _____, know or identified to me to be
the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that they executed the
same.

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

Sandra L. Moats
Notary Public for Idaho
Residing at: New Meadows Hwy 458
My Commission Expires: 8-7-97

INSTRUMENT NO. 82950
State of Idaho)
County of Adams) ss.

Filed for record at the request of
Claus White, Jr.

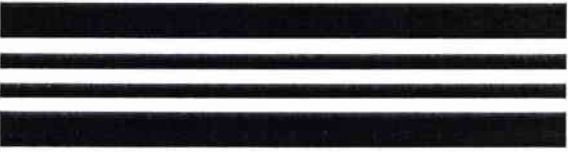
04 min. past 2 o'clock P.M.
this 13 day of October, 1992

MICHAEL FISK, RECORDER
by Sarah J. Wilson
Deputy

Fee \$ 6.00

MEADOWS PARK OWNER'S UNDERTAKING

Lionell & Doris Michel



PATCH II (FILE B)

TO WHOM IT MAY CONCERN:

APPENDED HERETO are true and accurate copies of the Original Articles of Incorporation and Bylaws of the MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC., together with subsequent duly enacted amendments thereto.

EXECUTED this 13TH day of OCTOBER, 1992.

MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC.

By Donald L. Sellers
President

ATTEST:

Claus White Jr.
Secretary

STATE OF IDAHO)
County of ADAMS) ss.

On this 13TH day of OCTOBER, 1992, before me, Caryl Fawcett a Notary Public in and for said State, personally appeared DON SELLERS and Claus White Jr., the President and Secretary respectively of MEADOW PARK PROPERTY AND WATER USERS ASSOCIATION, INC., and known or identified to me to be the person whose name is subscribed to the within and foregoing and acknowledged to me that they executed the same in such capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and Notary seal the day and year in this Certificate first above



Caryl Fawcett
Notary Public for Idaho
Residing at: New Meadows, ID
My Commission Expires: 8/23/97

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT
OF

MEADOWS PARK PROPERTY AND WATER 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 MEADOWS PARK PROPERTY AND WATER 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: September 16, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By

Lucy Clark

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

RECEIVED
SEC. OF STATE

92 SEP 11 AM 8 38

MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC.

Pursuant to the provisions of Section 30-326 of the Idaho Non-profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

SEP 16 1 35 PM '92
SECRETARY OF STATE

FIRST: The name of the corporation is presently MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC.

SECOND: The following amendments of the Articles of Incorporation were adopted by the members of the corporation on the 5TH day of September, 1992, in the manner prescribed by the Idaho Non-profit Corporation Act:

A. ARTICLE II subparagraph (a) is hereby amended to read as follows:

(a) To provide and maintain parks or common grounds for the use and benefit of property owners and residents of Meadows Park Subdivision and Meadows Park Subdivision No. 2, as shown on the official plat thereof on file and of record in the office of the recorder of Adams County, in Adams County, Idaho; also in connection with the above described lands, to provide a community water system for domestic purposes and such other and additional uses as from time to time shall be necessary to provide and maintain a pumping plant or facilities, pipe lines, dig wells and other necessary facilities to permit the utilization of domestic water and water for other uses to the property owners and residents of the above described property.

B. ARTICLE VI is amended to read as follows:

There shall be no capital stock in this corporation, but the corporation shall issue to those entitled thereto, certificates of membership in the corporation, representing an interest in the corporation and its property.

There shall be a total of forty (40) membership certificates initially issued by the corporation with one such certificate to be issued for each lot described in Article II (a) of these Articles.

Any person, persons, corporation or co-partnership who shall own one of the referred to lots shall be issued one certificate of ownership and have one voting share in the corporation; provided, that any one person, persons, corporation or co-partnership owning more than one such lot shall be entitled to one vote for each lot owned. Provided further, ownership of a fractional portion of a lot (not merely an undivided ownership) shall carry a like interest to a fractional voting right and shall be burdened by a like allocation for assessment purposes. Valid and existing Contract of Sale shall be considered an owner of such property as he may be purchasing. Membership and voting shares in this association shall be appurtenant to each lot above described and no such membership or share shall be separated or severed from the land to which it is appurtenant or sold or transferred separate and apart from said land, and the ownership of a lot described herein shall be determinative of the right to exercise the powers of membership in this corporation, and such membership and voting rights shall pass and inure to the benefit of any person who shall become the owner of any lot described herein. ~~The membership of this corporation shall not be non-assessable to the members thereof, and such members shall not be personally liable for the obligations of this corporation.~~ Admission of new members shall be by execution of an appropriate undertaking binding their lands to the Associations Articles and Bylaws the affirmative vote of 2/3 of the membership and upon such terms and conditions as set forth in the Bylaws of this corporation. New members shall be entitled to vote and share in the property of the corporation to the same extent as the old members in accordance with these Articles and the Bylaws of the corporation.

THIRD: The number of memberships of the corporation outstanding at the time of such adoption was forty (40); and the number of shares entitled to vote thereon was forty (40).

FOURTH: All members are of a common class for voting purposes.

FIFTH: The number of members voting for such Amendment A was 23 1/2; and the number of shares voted against such amendment was 0.

SIXTH: The number of members voting for such Amendment B was 23 1/2; and the number of shares voted against such amendment was 0.

SEVENTH: The amendments have no effect on stated capital or voting rights.

DATED this 27th day of September 1992.

MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC.

By Don Sellers President

ATTEST: Claus White
Secretary

VERIFICATION

STATE OF IDAHO)
County of Valley) ss.

I, Christina Mari, a notary public, do hereby certify that on this 9th day of September, 1992, personally appeared before me DON SELLERS, who, being by me first duly sworn, declared that he is the President of MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Christina Mari
Notary Public for Idaho
Residing at: McCall, ID
My Commission Expires: 072997

RESOLUTION OF

MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC.

WHEREAS, the duly elected Board of Directors of the MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC., has concluded the current Articles of Incorporation fail to properly reflect the full extent of the lands serviced by the Association; and

WHEREAS, the current ownership of the forty (40) lots in the subdivisions include a limited number of fractional ownerships which ownerships require clarification of voting and assessment rights and duties; and

WHEREAS, correction of such omission and clarification of membership qualifications and voting and assessment rights and duties requires the adoption of Articles of Amendment as provided by law.

UPON MOTION, second and majority vote of a quorum of the board, it is hereby resolved that:

- 1. The proposed Amendment to Articles is as set forth in Exhibit A hereto.
- 2. The Secretary is directed to provide written or printed notice setting forth such proposed Amendment to all members having voting rights and meeting thereon.
- 3. That a meeting be scheduled for the 5TH day of September, 1992, at 3351 Woodland Road, New Meadows, Idaho at 7:30 P.M. at which time the proposed Amendment shall be submitted to a vote of the membership.

MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC.

By Ronald T. Miller
President

ATTEST:

Claus White Jr.
Secretary

A. ARTICLE II subparagraph (a) is hereby amended to read as follows:

(a) To provide and maintain parks or common grounds for the use and benefit of property owners and residents of Meadows Park Subdivision and Meadows Park Subdivision No. 2, as shown on the official plat thereof on file and of record in the office of the recorder of Adams County, in Adams County, Idaho; also in connection with the above described lands, to provide a community water system for domestic purposes and such other and additional uses as from time to time shall be necessary to provide and maintain a pumping plant or facilities, pipe lines, dig wells and other necessary facilities to permit the utilization of domestic water and water for other uses to the property owners and residents of the above described property.

B. ARTICLE VI is amended to read as follows:

There shall be no capital stock in this corporation, but the corporation shall issue to those entitled thereto, certificates of membership in the corporation, representing an interest in the corporation and its property.

There shall be a total of forty (40) membership certificates initially issued by the corporation with one such certificate to be issued for each lot described in Article II (a) of these Articles.

Any person, persons, corporation or co-partnership who shall own one of the referred to lots shall be issued one certificate of ownership and have one voting share in the corporation; provided, that any one person, persons, corporation or co-partnership owning more than one such lot shall be entitled to one vote for each lot owned. Provided further, ownership of a fractional portion of a lot (not merely an undivided ownership) shall carry a like interest to a fractional voting right and shall be burdened by a like allocation for assessment purposes. Valid and existing Contract of Sale shall be considered an owner of such property as he may be purchasing. Membership and voting shares in this association shall be appurtenant to each lot above described and no such membership or share shall be separated or severed from the land to which it is appurtenant or sold or transferred separate and apart from said land, and the ownership of a lot described herein shall be

determinative of the right to exercise the powers of membership in this corporation, and such membership and voting rights shall pass and inure to the benefit of any person who shall become the owner of any lot described herein. ~~The membership of this corporation shall not be non-assessable to the members thereof, and such members shall not be personally liable for the obligations of this corporation. Admission of new members shall be by execution of an appropriate undertaking binding their lands to the Associations Articles and Bylaws the affirmative vote of 2/3 of the membership and~~ upon such terms and conditions as set forth in the Bylaws of this corporation. New members shall be entitled to vote and share in the property of the corporation to the same extent as the old members in accordance with these Articles and the Bylaws of the corporation.

82947

INSTRUMENT NO. _____

State of Idaho)
County of Adams) ss.

Filed for record at the request of
Claus White, Jr. _____

01 min. past 2 o'clock p.m.
this 13 day of October, 19 92

MICHAEL FISK, RECORDER
by Sarah Wilson
Deputy

Fee \$ 75.00

State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **19th** day of **March** A. D. One Thousand Nine Hundred **Seventy-nine** and is ^{will be} ~~fully~~ recorded on ~~film No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **New Meadows** in the County of **Adams** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **19th** day of **March** A.D., 19 **79**.

Secretary of State.

ARTICLES OF INCORPORATION

of

MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, being persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation for the purposes hereinafter stated, pursuant to 30-1001-6 of the Idaho Code, and do hereby certify as follows:

ARTICLE I

The name of the corporation shall be "MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC."

ARTICLE II

The purposes for which said association is formed are as follows:

(a) To provide and maintain parks or common grounds for the use and benefit of property owners and residents of Blocks 1, 2 and 3 of Meadows Park Subdivision, as shown on the official plat thereof on file and of record in the office of the recorder of Adams County, in Adams County, Idaho; also in connection with the above described lands, to provide a community water system for domestic purposes and such other and additional uses as from time to time shall be necessary to provide and maintain a pumping plant or facilities, pipe lines, dig wells and other necessary facilities to permit the utilization of domestic water and water for other uses to the property owners and residents of the above described property.

(b) To make other improvements of any kind and nature which may be determined from time to time to be for the benefit of the residents and property owners of the above described lands.

(c) To borrow money, issue bonds, mortgages or other commitments as security for money, loaned or borrowed. To purchase, lease, hold, sell, develop, mortgage, convey or otherwise acquire or dispose of real and personal property necessary or proper for the carrying out of the purposes of this corporation. The provision to sell real property shall not apply to the designated public park and walkways as shown on the official plat at Adams County recorder office.

(d) To do all other things permitted by non-profit corporations to be done under the laws of the State of Idaho as amended, as may be determined from time

REITIG & ROSEBERRY
Attorneys at Law
1024 Belmont St. - P.O. Box 729
Caldwell, Idaho
459-1541

REITIG, ROSEBERRY & JENSEN
Attorneys at Law
1024 Belmont St. - P.O. Box 729
Caldwell, Idaho
459-1541

1 to time by the Board of Directors.

2 ARTICLE III

3 The term for which this corporation shall be organized
4 shall be perpetual.

5 ARTICLE IV

6 The location of said corporation shall be in New Meadows,
7 Idaho.
8 and the post office address shall be P. O. Box 149. The registered
9 agent is. O.E. Mills.

10 ARTICLE V

11 This corporation shall be and remain an association wherein
12 pecuniary profit is not the object of the members of the corporation
13 and is organized and shall exist under the provisions of 30-101-6
14 of the Idaho Code, as amended; no part of the earnings of this
15 corporation shall inure to the benefit of any member or members,
16 but shall be devoted exclusively for the purposes of the said cor-
17 poration.

18 ARTICLE VI

19 There shall be no capital stock in this corporation, but
20 the corporation shall issue to those entitled thereto, certificates
21 of membership in the corporation, representing an interest in the
22 corporation and its property.

23 There shall be a total of Forty (40) membership
24 certificates initially issued by the corporation with one such
25 certificate to issued for each lot described in Article II (a)
26 of these Article.

27 Any person, persons, corporation or co-partnership who shall
28 own one of the referred to lots shall be issued one certificate of
29 ownership and have one voting share in the corporation; provided,
30 that any one person, persons, corporation or co-partnership owning
31 more than one such lot shall be entitled to one vote for each lot
32 owned. For the purpose of this corporation, a purchaser under a

RETTIG, ROSENBERY
Attorneys at Law
1024 Belmont St. - P. O. Box 729
Caldwell, Idaho
459-1541

RETTIG, ROSENBERY
Attorneys at Law

RETTIG, ROSENBERY
Attorneys at Law
1024 Belmont St. - P.O. Box 724
Caldwell, Idaho
459-1541

1 Valid and existing Contract of Sale shall be considered an owner of
2 such property as he may be purchasing. Membership and voting shares
3 in this association shall be appurtenant to each lot above described,
4 and no such membership or share shall be separated or severed from
5 the land to which it is appurtenant or sold or transferred separate
6 and apart from said land, and the ownership of a lot described herein
7 shall be determinative of the right to exercise the powers of
8 membership in this corporation, and such membership and voting rights
9 shall pass and inure to the benefit of any person who shall become
10 the owner of any lot described herein. The membership in this
11 corporation shall be non-assessable to the members thereof, and such
12 members shall not be personally liable for the obligations of this
13 corporation. Admission of new members shall be by the affirmative
14 vote of 2/3 of the membership and upon such terms and conditions
15 as set forth in the By-Laws of this corporation. New members shall
16 be entitled to vote and share in the property of the corporation
17 to the same extent as the old members in accordance with these
18 Articles and the By-Laws of the corporation.

ARTICLE VII

20 The affairs of the corporation shall be managed by a Board
21 of Directors which shall consist of five (5) Directors, all of whom
22 shall be members in good standing of this corporation. The Direc-
23 tors shall manage the affairs of this corporation according to the
24 By-Laws. The Board of Directors shall elect a President, one or
25 more Vice Presidents, a Secretary and a Treasurer, which offices
26 may be combined, any of which may be members of the Board of
27 Directors, and may also provide for the appointment of such other
28 officers and agents as they may deem necessary to conduct the
29 business of the corporation. This corporate association will be
30 governed by a code of By-Laws not inconsistent with the laws of
31 the State of Idaho, and amendments thereto, which said By-Laws shall
32 be adopted and amended by the members of this corporation. The

RETTIG, ROSENBERY
Attorneys at Law

1 By-Laws shall fix and regulate, among other things, the conditions
2 for the right, nature and extent of the use of the park facilities
3 and water, and the rate to be charged by this association therefor,
4 but no such assessment or charge shall become a lien upon the land,
5 but shall be the obligation of the individual member.

6 ARTICLE VIII

7 Amendment of these Articles may be made as prescribed by
8 the laws of the State of Idaho relating to amendment of the Articles
9 of Incorporation by corporations.

10 ARTICLE IX

11 The name and post office address of each of the incorporators
12 and initial Board of Directors is as follows:

13	<u>NAME</u>	<u>ADDRESS</u>
14	Roland M. Brown	Star Route New Meadows, ID
15	Robert A. (Bob) Butts	P.O. Box 361 New Meadows, ID
16	O. E. Mills	P.O. Box 308 New Meadows, ID
17	M. F. "Bud" Strey	Route 3 Box 88 Ontario, OR
18	Olen Fountain	113 Palo Alto Caldwell, ID
19		
20		
21		
22		

23 IN WITNESS WHEREOF, the undersigned have set their hands and
24 seals at Caldwell, Idaho, this 15th day of March, 1978.

25
26 Roland M. Brown
27 Bob Butts Robert A. Butts
28 O.E. Mills
29 M. F. "Bud" Strey
30 Olen Fountain
31
32

RETTIG, ROSEBERRY
Attorneys at Law
1024 Belmont St. - P.O. Box 729
Caldwell, Idaho
439-1541

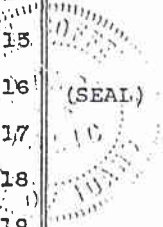
RETTIG, ROSEBERRY
Attorneys at Law
1024 Belmont St. - P.O. Box 729

1 STATE OF IDAHO)
2) SS
3 COUNTY OF CANYON)

4 On this 15th day of March, 1979, before me, the
5 undersigned, a Notary Public in and for said State, personally
6 appeared ^{M.}ROLAND/BROWN, ROBERT A. BUTTS, O. E. MILLS, M. F. "BUD"
7 STREY, and OLEN FOUNTAIN,
8 known to me to be the persons whose names are subscribed to the
9 within instrument, and acknowledged to me that they executed the
10 same.

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

RETTIG, ROSEBERRY
Attorneys at Law
1024 Belmont St. - P. O. Box 729
Caldwell, Idaho
459-1541



[Handwritten Signature]
Notary Public for Idaho
Residing at Caldwell, Idaho

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RESOLUTION OF

MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC.

WHEREAS, the duly elected Board of Directors of the MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC., has concluded the past steps to amend Association Bylaws to provide for restrictive covenants designed to maintain and enhance the overall use and enjoyment of the lands governed by the Association's provisions, were not adequately enacted; and

WHEREAS, the covenants themselves failed to provide a comprehensive approach to the identification and enforcement of the concerns of the membership, and the Board wishes to rectify same; therefore,

UPON MOTION, second and majority vote of a quorum of the board, it is hereby resolved that:

- 1. The proposed Amendments to Bylaws are as set forth in Exhibit A hereto.
- 2. The Secretary is directed to provide written or printed notice setting forth such proposed Amendment to all members having voting rights and meeting thereon.
- 3. That a meeting be scheduled for the 5TH day of SEPTEMBER, 1992, at 3351 Woodland Road, New Meadows, Idaho at 7:30 P.M. at which time the proposed Bylaw Amendments shall be submitted to a vote of the membership.

MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC.

By Donald L. Jellison
President

ATTEST:

Claus White, Jr.
Secretary

BYLAW ARTICLE IX is amended by the addition of a new Section 2 to read as follows:

Section 2. Ad Valorem taxes or assessments imposed upon the Associations owned common area or facilities shall be assessed against the membership in like proportion as voting rights. The forty (40) memberships corresponding to the like number of voting units, or fractions thereof, shall each bear 1/40th of the total tax or assessment imposed.

BYLAW ARTICLE XI is amended by the addition of a new Section 8 to read as follows:

Section 8. Restrictive Covenants

a. Purpose. The members agree to the adoption from time to time of restrictive covenants limiting their right of use with respect to their owned lots in order to maintain and enhance the overall use and enjoyment of the entire lands bound, as well as to preserve and enhance their long term value.

b. Initial Covenants.

1) Save and except as set forth below, the housing or maintenance of animals, including livestock, poultry, rabbits, and swine, is prohibited within the subdivisions.

2) Small animals, birds or fish maintained within a residential unit are permitted so long as they do not create undue noise, odor or disturbances to neighboring residences.

3) To maliciously and wilfully disturb the peace or quiet of any neighborhood, family or person, by loud or unusual noise, or by tumultuous or offensive conduct, or by threatening, traducing, quarreling, challenging to fight or fighting, or firing any gun or pistol, or using any vulgar, profane or indecent language within the presence or hearing of women or children, in a loud and boisterous manner is a nuisance.

4) To wilfully or negligently permit any dog owned or possessed or harbored by him to be, or run, at large without a competent and responsible attendant or master, within the limits of any city, town or village or in the vicinity

of any farm, pasture, ranch, dwelling house or cultivated lands of another, or wilfully or negligently fail, neglect or refuse to keep any such dog securely confined within the limits of his own premises when not under the immediate care and control of a competent and responsible attendant or master, is a nuisance; provided, such person has first been complained of to the Sheriff, and a copy of such complaint has been served on them by the Sheriff.

5) Burning of slash, construction scraps, or the like, is restricted to that amount which can be safely burned and completely put out by sunset. All burning is prohibited within common areas.

6) Owners shall be responsible for communicating to tenants or guests in residence, these covenants; violations chargeable to tenants or guests are chargeable to the owner whether present or not.

c. Enforcement. Violation of any of the foregoing shall be deemed nuisances and may be enforced by any owner, purchaser, or their successor who has also undertaken to be bound. Such enforcement may be by any method available at law or equity including but not limited to, injunction, abatement, specific performance, or damages.

d. Savings Clause. Should any part, clause or provision of these Protective Covenants be held to be void, invalid or inoperative, then such invalidity shall not affect any other part, clause or provision of this document and the remainder thereof shall be effective as though said void part, clause or provision had not been contained herein.

1 BY-LAWS

2 OF

3 MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC.

4 ARTICLE I

5 General Purposes

6 The purposes for which this corporation is formed, and the
7 powers which it may exercise are set forth in the Articles of
8 Incorporation of the corporation.

9 ARTICLE II

10 Name and Location

11 Section 1. The name of this corporation is the Meadows Park
12 Property and Water Association, Inc.

13 Section 2. The principal office of this corporation shall
14 be located in New Meadows, County of Adams, State of Idaho.

15 ARTICLE III

16 Seal

17 Section 1. The seal of the corporation shall have inscribed
18 thereon the name of the corporation in a circular dye in the center
19 of which shall appear the words "Corporate Seal".

20 Section 2. The secretary of the corporation shall have
21 custody of the seal.

22 ARTICLE IV

23 Fiscal Year

24 The fiscal year of the corporation shall begin the 1st day
25 of August in each year.

26 ARTICLE V

27 Membership

28 Section 1. Persons (which word as used herein includes any
29 legal entity) who are referred to in the Articles of Incorporation
30 of this association shall be entitled to be members of this cor-
31 poration. Only one membership may be held for each lot or parcel
32 at any one time. The Board of Directors shall cause to be issued
appropriate certificates of membership, provided that membership
shall not be denied because of any person's race, color, creed,
religion, or national origin.

33 Section 2. The right to exercise the privileges of member-
ship and to receive water from association wells shall be in accord-
ance with these By-Laws and may be suspended or revoked for violation
of these By-Laws or the valid regulations adopted by the Board of
Directors, but such rights shall be promptly restored upon compliance
with these By-Laws and such conditions as the officers and directors
may impose.

RESTIG, ROSEBERRY
Attorneys at Law
1024 Belmont St. - P. O. Box 729
Caldwell, Idaho
459-1541

1 Section 3. Membership shall be transferred when the lot to
 2 which it is appurtenant is transferred and new certificates may
 be issued to the new transferee upon request and surrender of the
 old certificates.

3 ARTICLE VI

4 Membership Certificates

5 Section 1. This corporation shall not have capital stock.
 6 Membership in the corporation shall be represented by membership
 7 certificates. Such certificates shall represent the right to use
 and enjoy the benefits of the corporation's water supply system and
 8 park and common areas upon the payment of necessary assessments, if
 any, and of reasonable charges based upon such use, provided such
 9 use and enjoyment are consistent with the rules, regulations, and
 contracts affecting the same as may from time to time be prescribed
 by the Board of Directors.

10 Section 2. A membership certificate shall be issued to each
 11 holder of fully paid membership, numbered consecutively in accordance
 with the order of issue, and bear on its face the following statement:

12 This membership certificate, No. _____, is issued
 13 and accepted in accordance with and subject to the
 conditions and restrictions stipulated in the Articles
 14 of Incorporation and By-Laws and amendments to the
 same of the Meadows Park Property and Water Association,
 15 Inc.

16 ARTICLE VII

17 Meetings of Members

18 Section 1. The annual meeting of the members of this corpora-
 19 tion shall be held at New Meadows
 County of Adams, State of Idaho, at 7:30 o'clock P.M. on
 20 the the 1st Saturday of August of each year, if not a legal
 holiday, or if a legal holiday on the next business day following.
 21 The place, day, and time of the annual meeting may be changed to
 any other convenient place, day and time in the county by the
 Board of Directors giving notice thereof to each member not less
 22 than ten (10) days in advance thereof.

23 Section 2. Special meetings of the members may be called
 24 at any time by the action of the Board of Directors and such meetings
 must be called whenever a petition requesting such meeting is signed
 25 by at least ten percent of the members and presented to the secretary
 or to the Board of Directors. The purpose of every special meeting
 26 shall be stated in the notice thereof, and no business shall be trans-
 acted thereat except such as is specified in the notice.

27 Section 3. Notice of meetings of members of the corporation,
 28 both regular and special, shall be given by notice mailed by first
 class mail to each member of record, directed to the address shown
 29 upon the books of the corporation, not less than ten (10) nor
 more than forty (40) days prior to such meeting. Such a notice
 30 shall state the nature, time, place and purpose of the meeting, but
 no failure or irregularity of notice of any annual meeting, regularly
 31 held, shall affect any proceedings taken thereat.

32 Section 4. The presence at a meeting of members entitled
 to cast in their own right or by proxy 20 percent of the total number

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 Attorneys at Law
 1024 Belmont St. - P. O. Box 729
 Caldwell, Idaho
 459-1541

1 of votes shall constitute a quorum. All proxies shall be in writing
2 and filed with the secretary. Such proxies may be general or
3 restrictive. Proxies shall be revocable and shall not be valid
4 beyond 11 months, nor affect termination of the membership by
5 cessation of the member's interest in the property.

6 Section 5. Directors of this corporation shall be elected
7 at the annual meeting of the members as provided in Article VIII,
8 §1. No cumulative voting shall be allowed.

9 Section 6. The order of business at the regular meetings
10 and so far as possible at all other meetings shall be:

- 11 1. Calling to order and proof of quorum
- 12 2. Proof of notice of meeting
- 13 3. Reading and action on any unapproved minutes
- 14 4. Reports of officers and committees
- 15 5. Election of directors
- 16 6. Unfinished business
- 17 7. New business
- 18 8. Adjournment

19 ARTICLE VIII

20 Directors and Officers

21 Section 1. The affairs of the corporation shall be managed
22 by a Board of five (5) Directors, who shall be elected by the
23 members at the regular meeting, who shall hold office for one (1)
24 year, and until their successors are elected and qualified.

25 Section 2. Vacancies in the Board of Directors may be filled
26 by election by the remaining Directors of the Board at any regular
27 or special meeting.

28 Section 3. Regular meetings of the Board of Directors shall
29 be held immediately after adjournment of each regular annual
30 meeting of the members.

31 Section 4. Special meetings of the Directors may be called
32 at any time by the President, or by any two Directors, by mailing
to each Director, at least three (3) days before the time of such
meeting, a written or printed Notice stating the time and purpose
of the said meeting.

Section 5. At any regular or special meeting of the Board
of Directors, a majority of the Directors shall constitute a quorum
for the transaction of business, but a smaller part may adjourn
the meeting until another day, PROVIDED, HOWEVER, that if all the
Directors shall sign the Minutes of the Directors' meeting, such
meeting shall be a legal meeting regardless of the manner in which
it was called, or the number of Directors who were actually present.

ARTICLE IX

Duties of Directors

Section 1. The Board of Directors, subject to restrictions
of law, the Articles of Incorporation, and these By-Laws, shall
exercise all of the powers of the corporation and without prejudice
to or limitation upon their general powers, it is hereby expressly
provided that the Board of Directors shall have, and are hereby
given, full power and authority in respect to the matters as herein-
after set forth to be exercised by resolution duly adopted by the
Board:

RETTIG, ROSEBERRY
Attorneys at Law
1024 Belmont St. - P.O. Box 729
Caldwell, Idaho
459-1541

RETTIG, ROSENBERRY
Attorneys at Law
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1 a. To approve membership applications and to cause to be
2 issued appropriate certificates of membership. The Board may make
3 binding commitments to issue membership certificates and to permit
4 the connection of properties to the system in the future in cases
5 involving proposed construction or may issue such certificates
6 prior to the commencement of the proposed construction.

7 b. To select and appoint all officers, agents or employees
8 of the corporation, remove such agents or employees of the corpora-
9 tion, prescribe such duties and designate such powers as may not
10 be inconsistent with these By-Laws, fix their compensation and pay
11 for faithful services.

12 c. To borrow from any source, money, goods, or services and
13 to make and issue notes and other negotiable or non-negotiable
14 instruments evidencing indebtedness of the corporation; to make and
15 issue mortgages, deeds of trust, pledges of revenue, trust agree-
16 ments, security agreements and financing statements, and other
17 instruments evidencing a security interest in the assets of the
18 corporation; and, to do every act and thing necessary to effectuate
19 the same.

20 d. To prescribe, adopt and amend, from time to time, such
21 equitable uniform rules and regulations as, in its discretion, may
22 be deemed essential or convenient for the conduct of the business
23 and affairs of the corporation and the guidance and control of its
24 officers and employees, and to prescribe adequate penalties for
25 the breach thereof.

26 e. To fix and alter the charges to be paid by each member
27 for services rendered by the corporation to the member, including
28 connection fees where such are deemed to be necessary by the direc-
29 tors, and to fix and alter the method of billing, time of payment,
30 manner of connection, and penalties for late or nonpayment of the
31 same. The Board may establish one or more classes of users. All
32 charges shall be uniform and nondiscriminating within each class
of users.

20 f. To select one or more banks to act as depositories of
21 the funds of the corporation and to determine the manner of
22 receiving, depositing, and disbursing the funds of the corporation
23 and the form of checks and the person or persons by whom the same
24 shall be signed, with the power to change such banks and the person
25 or persons signing such checks and the form thereof at will.

26 g. To levy assessments against the members of the corpora-
27 tion in such manner and upon such proportionate basis as the Direc-
28 tors deem equitable, and to enforce collection of such assessments
29 by the suspension of water service or other legal methods. The
30 Board of Directors shall have the option to suspend the service of
31 any member who has not paid such assessment within 30 days from the
32 date the assessment was due, provided the corporation must give
the member at least 15 days written notice at the address of the
member on the books of the corporation of its intention to suspend
such service if the assessment is not paid. Upon payment of such
assessments, any penalty applicable thereto, and a reconnection
charge, if one is in effect, service will be promptly restored to
such a member.

ARTICLE X

Duties of Officers

1
2
3 Section 1. Duties of President. The President shall preside
4 over all meetings of the corporation and the Board of Directors,
5 call special meetings of the Board of Directors, perform all acts
6 and duties usually performed by an executive and presiding officer,
7 and sign all membership certificates and such other papers of the
8 corporation as he may be authorized or directed to sign by the
9 Board of Directors, provided the Board of Directors may authorize
10 any person to sign any or all checks, contracts and other instruments
11 in writing on behalf of the corporation. The President shall
12 perform such other duties as may be prescribed by the Board of
13 Directors.

9 Section 2. Duties of the Vice-president. In the absence or
10 disability of the President, the Vice-president shall perform the
11 duties of the President; provided, however, that in case of death,
12 resignation or disability of the President, the Board of Directors
13 may declare the office vacant and elect his successor.

12 Section 3. Duties of the Secretary-Treasurer. The Secretary-
13 Treasurer shall keep a complete record of all meetings of the
14 corporation and of the Board of Directors and shall have general
15 charge and supervision of the books and records of the corporation.
16 He shall attest the President's signatures on all membership
17 certificates and other papers pertaining to the corporation, unless
18 otherwise directed by the Board of Directors. He shall serve,
19 mail, or deliver all notices required by law and by these By-Laws
20 and shall make a full report of all matters and business pertaining
21 to his office to the members at the annual meeting or at such time
22 or times as the Board of Directors may require. He shall keep
23 the corporate seal and membership certificate records of the corpora-
24 tion, complete and attest all certificates issued and affix said
25 corporate seal to all papers requiring seal. He shall keep a
26 proper membership certificate record, showing the name of each
27 member of the corporation and date of issuance, surrender, transfer,
28 termination, cancellation or forfeiture. He shall make all reports
29 required by law and shall perform such other duties as may be
30 required of him by the corporation or Board of Directors. Upon
31 the election of his successor, the Secretary-Treasurer shall
32 turn over to him all books and other property belonging to the corpora-
tion that he may have in his possession. He shall also perform such
duties with respect to the finances of the corporation as may be
prescribed by the Board of Directors.

ARTICLE XI

Benefits and Duties of Members

27 Section 1. The corporation will install, maintain and
28 operate a main distribution pipeline or lines from the source of
29 the water supply and service lines from the main distribution pipe-
30 line or lines to the property line of each member of the corporation
31 which points shall be designated as delivery points. The cost of
32 service line or lines from the main distribution pipeline or lines
to the property line of each member shall be paid by the corporation.
The corporation may also purchase and install a cutoff valve at each
service line from its main distribution line or lines, such cutoff
valve to be owned and maintained by the corporation and to be
installed on some portion of the service line owned by the corpora-
tion. The corporation shall have the sole and exclusive right to

RETTIG, ROSEBERRY
Attorneys at Law
1024 Belmont St. - P.O. Box 729
Caldwell, Idaho
459-1541

1 use of such cutoff valve. However, the provisions of this section
 2 shall not be construed to require the acquisition of installation
 3 of meters or cutoff valves where the Directors determine under the
 4 circumstances of the system and the nature of the membership that
 the use of either or both of such devices is impractical, or
 unnecessary to protect the system and the rights of the membership,
 and/or economically not feasible.

5 Section 2. Each member will be required at his own ex-
 6 pense to have dug a ditch for the connection of the service line or
 7 lines from the property line of the member to his dwelling or other
 8 portion of his premises, and to purchase and have installed the
 9 place of use on his premises. The member will maintain such portion
 10 of such service line or lines which shall be owned by the member,
 11 at his own expense. The corporation may, if the Board of Directors
 12 so determines, purchase the pipe for and install such portion of
 13 such service line or lines, the cost of which will, however, be
 14 paid by the individual members. In addition, each member shall
 15 pay such connection charge, if any, as may have been imposed by
 16 the Board of Directors before such member will be entitled to re-
 17 ceive water from the system.

18 At the time of the adoption of these By-Laws, it is deter-
 19 mined that a one-time hook-up charge of \$60.00 shall be assessed
 20 to each member. No annual charge will be made until that member
 21 actually does hook-up and commence to receive water from the assoc-
 22 iation well. These initial charges shall be subject to change by
 23 action of the Board of Directors.

24 Section 3. Water developed in association wells and
 25 distributed by the association shall be limited strictly for domes-
 26 tic use and shall not be used for or in connection with any
 27 commercial, industrial, or similar use carried on upon any lot
 28 within the said subdivision. No waters furnished by the associa-
 29 tion shall be used upon lands or lots outside those listed in the
 30 Articles of Incorporation, except upon vote of two-thirds of the
 31 majority of the membership of the association.

32 Section 4. In the event the total water supply shall be
 insufficient to meet all of the needs of the members, or in the
 event there is a shortage of water, the corporation may prorate
 the water available among the various members on such basis as is
 deemed equitable by the Board of Directors, and may also prescribe
 a schedule of hours covering use of water.

Section 5. The Board of Directors shall from time to
 time determine a flat, minimum rate to be charged each member
 until further change for a specified quantity of water, such
 minimum, flat rate to be payable irrespective of whether any water
 was used by the member, the amount of additional charges, if any,
 for additional water which may be supplied to members, in the
 amount of penalty for late payments, and shall fix the date for
 payment of such charges. A member entitled to delivery of water
 shall pay such charges at the office designated by the corporation
 at or prior to the dates fixed by the Board of Directors. Failure
 to pay water charges duly imposed shall result in an automatic
 imposition of the following penalty:

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1 Nonpayment within thirty days from due date will
 2 result in the water being shut off from the member's
 3 property following at least 15 days written notice
 4 of the intention to suspend service given by
 5 regular first-class mail to the member. Upon payment
 6 by the delinquent member of past due water charges,
 7 penalties thereon and any reconnection charge, such
 8 member shall be entitled to resumption of water supply.
 9 During the time of such suspension of water to a
 10 member, such member shall have no right to vote in the
 11 affairs of the corporation.

12 Section 6. The members shall be entitled to use the park
 13 lands and approaches which are owned and maintained by the associa-
 14 tion in common with the other members, subject to the regulations
 15 and rules established by the Board of Directors pertaining to that
 16 use. The Board of Directors shall, from time to time, determine a
 17 flat, minimum rate to be charged each member for the maintenance, taxes,
 18 and improvements of the park property and its approaches. This
 19 charge shall be an annual charge, payable August 1st of each year,
 20 along with the annual water payment owed, if any. Payment of the
 21 maintenance on the park property shall be assessed to the member,
 22 whether or not such member does receive water. Failure to pay
 23 charges for the maintenance and improvement of the park property
 24 shall result in the member being precluded from the use of the park
 25 land property belonging to the association. The members who fail
 26 to abide by the By-Laws and/or regulations as adopted by the Board
 27 of Directors respecting the use of the park land property shall
 28 also be denied use and access to such property. The park lands
 29 property shall be restricted to use by members of the association
 30 and their invited guests; the members shall be responsible for any
 31 acts of their guests. Neither the association or any of its members
 32 shall have or incur any liability for any loss, injury, damages or
 33 claims which shall arise out of the use, or condition of the park
 34 land property or its approaches by any member, guest, or other
 35 person while located on such property. Members shall not have
 36 open fire upon any of the park land property except in fire places
 37 or other places designated by the Board of Directors. No motor
 38 vehicles shall be permitted in the park property or its approaches.

39 Section 7. The members agree to furnish to the association
 40 adequate easements and rights of way across their respective
 41 property for the corporation to lay and maintain the necessary water
 42 lines, utilities, or walk ways to the park lands of the association.

43 ARTICLE XII

44 Amendments

45 The power to make, amend and repeal By-Laws shall be in the
 46 members of the association and the By-Laws may be repealed or
 47 amended or new By-Laws may be adopted at any annual members meeting,
 48 or at any special meeting the members call for that purpose by the
 49 vote of the majority of the Board of Directors. Such amendments,
 50 repeals or new By-Laws may be adopted by the affirmative vote of
 51 two thirds of the members present at such meeting, provided that a
 52 quorum as specified in these By-Laws shall be present.

53 Approved and adopted this 15th day of March, 1979

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1 by all the members of MEADOWS PARK PROPERTY AND WATER ASSOCIATION,
2 INC.

3 Roland M. Brown
4 Robert A. Bell
5 R. E. Miller
6 M. F. "Bud" Strey
7 Allen F. ...

8
9 We certify the foregoing By-Laws were duly adopted by the
10 members of the above association on SEPT 2, 1978, 1978,
11 and that the same are in full force and effect and have not been
12 amended.

13 Given under our hands this 15th day of March,
14 1979, as Secretary-Treasurer and President.

15 Roland M. Brown
16 Secretary-Treasurer

17 R. E. Miller
18 President

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RETTIG, ROSEBERRY &
Attorneys at Law
1024 Belmont St. - P.O. Box 729
Caldwell, Idaho
459-1541



PATCH T (FILE A)

INSTRUMENT NO. 109880

Instrument # 109880
COUNCIL, ADAMS, IDAHO
2005-09-06 08:29:21 No. of Pages: 3
Recorded for : MEADOWS PARK PROP & WATER ASSOC
MICHAEL FISK Fee: 9.00
Ex-Officio Recorder Deputy
Index to: AMENDMENT

To Whom It May Concern:

APPENDED HERETO is true and accurate copies of the Original Articles of Incorporation and Bylaws of the MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC., together with subsequent duly enacted amendments thereto.

EXECUTED THIS 23rd DAY OF August 2005.

MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC.

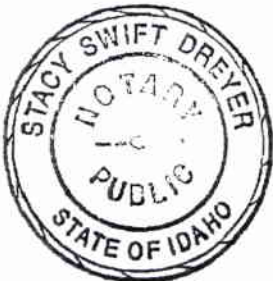
By Leonard Yancey
President

ATTEST:
Jean Schultz
Secretary

STATE OF IDAHO)
) ss.
County of Adams)

On this 23rd day of August, 2005, before me, Stacy Swift Dreyer a Notary Public in and for said State, personally appeared Leonard Yancey and Jean Schultz, the President and Secretary respectively of MEADOW PARK PROPERTY AND WATER USES ASSOCIATION, INC., and known or identified to me to be the person whose name is subscribed to the within and foregoing and acknowledged to me that they executed the same in such capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and notary seal of the day and year in this Certificate first above written.



Stacy Swift Dreyer
Notary Public of Idaho
Residing at: New Meadows, ID
My Commission Expires: 3-17-2011

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MEADOWS PARK PORPERTY AND WATTER ASSOCIATION, INC.

Pursuant to the provisions of Section 30-326 of the Idaho Non-profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is presently MEADOWS PARK PROPERTY AND WATER ASSOCIATION, INC.

SSECOND: The following amendments of the Articles of Incorporation were adopted by the members of the corporation on the _____ day of _____, 2005 in the manner prescribed b the Idaho Non-profit Corporation Act:

A. ARTICLE IV sentenced (2) is herby amended to read as follows:

(2) The registered agent is Leonard Yancey.

B. ARTICLE IX is amended to read as follows:

The name and address of each of the incorporators and Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Leonard Yancey	Box 798 New Meadows ID 83654
Robert Good	3335 Woodland Rd New Meadows 83654
Jean Schultz	3358 Woodland Rd New Meadows 83654
Cathy Dines	Box 379 New Meadows II 83654
Ernie Kelsey	3365 Wildwood New Meadows ID 83654
Billy Gardner	3570 Willow Circle New Meadows 83654

IN WITNESS WHEREOF, the undersigned have set their hands and seals at New Meadows, Idaho, this _____ day of _____ 2005

STATE OF IDAHO)
) SS
COUNTY OF ADAMS)

On this _____ day of _____, 2005, before me, the undersigned, a Notary Public in and for said State, personally appeared Leonard Yancey, Robert Good, Cathy Dines, Jean Schultz, Ernie Kelsey and Billy Gardner, known to me to be the persons whose names are subscribed to the within instruments, and acknowledged to me that they executed the same.

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

Notary Public for Idaho
Residing at New Meadows, Idaho