

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

2013 OCT 15 AM 9:20

HULEN MEADOWS WATER COMPANY AND OWNERS ASSOCIATION, INC.SECRETARY OF STATE
STATE OF IDAHO

The Name of the Corporation is Hulen Meadows Water Company and Owners Association, Inc.

The date of adoption of these Amended and Restated Articles of Incorporation is: August 31, 2013.

The amendment and restatement consist of matters other than those described in I.C. § 30-3-90 and were therefore adopted by the Members.

The number of Members entitled to vote was: 157

The number of Members that voted for the Amended and Restated Articles of Incorporation was: 110

The number of Members that voted against the Amended and Restated Articles of Incorporation was: 9

We, the undersigned, President and Secretary, respectively of Hulen Meadows Water Company and Owners Association, Inc. (the "Corporation") represent that the following Amended and Restated Articles of Incorporation of the Corporation covering real property described as: Hulen Meadows Subdivision Nos. 1 through 7, Blaine County, Idaho, set forth all of the operative provisions of the Articles of Incorporation as theretofore amended, that the Amended and Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended and that the Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I

The name of this corporation shall be HULEN MEADOWS WATER COMPANY AND OWNERS ASSOCIATION, INC.

ARTICLE II

This corporation is a non-profit cooperative association, and shall have no capital stock; and no dividends or pecuniary profits shall be declared to the members thereof.

ARTICLE III

The objects and purposes for which this corporation is formed are as follows:

1. To acquire and own real estate and personal property, including water rights, water lines, mains, easements, pumps, pumping fixtures and equipment, water licenses and permits, franchises; domestic sewer lines, manholes, pumping stations, sewage disposal plants or systems; and any other property item or effect that may become instrumental for the purposes for which the Corporation is organized.
2. To supervise, manage, distribute, control and supply water to the members of the Corporation, and to acquire, maintain, control, expand, improve and repair water sources and

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- systems, and also sewer lines, manholes, pumping stations, sewage disposal plants or systems, and conduct all business necessary or instrumental to the same.
3. To own, operate and maintain parks and play grounds served by any water system owned and operated by this Corporation and situated in Hulen Meadows Subdivision of Blaine County, State of Idaho.
 4. To perform any lawful act necessary to the acquisition, ownership, maintenances, and expansion of water system or systems and the distribution of water, and any other lawful act necessary or advisable in the furtherance of the Corporation.
 5. To develop a community designed for safe, healthful and harmonious living.
 6. To promote the collective and individual property and civic interests and rights of all persons, firms and corporations owning property in Hulen Meadows Subdivision Nos. 1 through 7, Blaine County, Idaho, according to the recorded plats thereof, records of Blaine County, Idaho, and such others as may from time to time be admitted to membership in the Corporation.
 7. To care for the improvements and maintenance of any community center, gateways, public easements, parkways, grass plots, parking areas, and any facilities of any kind dedicated to the community use and other open spaces and other ornamental features of the above described subdivisions which now exist or which may hereafter be installed or constructed therein.
 8. To cooperate with the owners of all vacant and unimproved lots now existing or that hereafter shall exist in the subdivisions in keeping them in good order and condition, and preventing them from becoming a nuisance and a detriment to the beauty and to the value of the improved property therein, and to take any action with reference to such vacant and unimproved lots as may be necessary or desirable to keep them from becoming such nuisance and detriment.
 9. To aid and cooperate with the members of this Corporation and all property owners in the enforcement of such conditions, covenants and restrictions on and appurtenant to their property as are now in existence, as well as any other conditions, covenants and restrictions as shall hereafter be approved by a majority vote of the members of the Corporation.
 10. To designate the membership, powers and duties of an architectural control committee as provided by the Declarations of Restrictions and Limitations as to use of land within Hulen Meadows Subdivisions, Blaine County, Idaho for interpretation and enforcement of the various recorded resolutions and limitations as to the construction, placement and maintenance of structures on lots within the subdivision.
 11. In general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents and owners of any portions of the Hulen Meadows Subdivisions and their property interests therein.
 12. To acquire, own or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objectives, and to exercise all rights, powers and privileges of ownership to the same extent as natural persons might or could do.
 13. To arrange social and recreational functions for its members.
 14. To exercise any and all powers that may be delegated to it from time to time by the owners of the real property in the subdivisions.

15. To establish and collect assessments and charge fees to the members to pay for the purposes of construction, reconstruction, operation, repair, and maintenance of all personal and real properties and improvements thereon owned by the Corporation for the purposes specified in paragraphs 1-14 above.
16. This Corporation shall not engage in political activity or pursue political purposes of any kind or character.

ARTICLE IV

The location and post office address of the registered office and principal place of business of said Corporation shall be Ketchum, Blaine County, Idaho.

ARTICLE V

The duration of this Corporation shall be perpetual.

ARTICLE VI

Each owner of a lot in any Hulen Meadows Subdivision shall automatically be a member of the Corporation. Such membership shall be identified with the record owner of the lot and membership shall not be subject to approval of the Board of Directors or other Members. Membership shall be dependent upon the ownership of a lot. There shall be one (1) voting right for each lot, whether owned in community, jointly, or separately. The rights and interests of all members shall be equal. Voting shall be conducted as set forth in the Bylaws as the same may be amended from time to time.

ARTICLE VII

Assessments and fees of the Corporation shall be made as to each lot owned by a member and in the event of the failure of a member to pay assessments or fees, the Corporation may suspend water service to such lot during the time any assessment or fee is unpaid following the due date thereof. Upon payment of any delinquent assessment or charge, together with a reasonable charge for terminating and restoring service, water service must be promptly restored.

Unpaid assessments or fees, including reasonable charges for terminating and restoring service if service has been terminated, must be paid by a transferee of a membership or a member acquiring another lot, and unless so paid, service may be suspended, or if suspended such suspension shall continue as above provided.

The Corporation may enforce the Declarations of Restrictions and Limitations as to the use of land within Hulen Meadows Subdivisions by suspending water service to the lot the subject of the violation of the Declaration. Upon correction of the violation of the Declaration and upon payment of any delinquent assessment or fee, including attorneys' fees,

together with a reasonable charge for terminating and restoring service, the Corporation shall promptly restore water service.

ARTICLE VIII

Each member shall be deemed to covenant and agree with each other and with the Corporation to pay assessments and fees made by the Corporation for the purposes provided in these Articles of Incorporation. Assessments and fees shall be made and collected as to each lot owned by a member as provided in the corporation by-laws. Unpaid assessments and fees, together with interest thereon, shall be secured by a lien on the lot and foreclosure thereof in accordance with the laws and decisions of the State of Idaho including, without limitation, I.C. § 45-810, and the Bylaws of the Corporation as the same may be amended from time to time. The amount of any assessments and fees including attorneys' fees against a lot shall be the personal obligation of the member owning the lot and suit for collection may be instituted by the Corporation without foreclosure or waiver of the lien herein provided. By acceptance of a deed to their property, lot owners consent to the enforcement provisions as provided by these Articles and agree to be bound by them.

ARTICLE IX

Nothing in these Articles shall be construed as restricting the ownership of a lot and no provision shall be made in the by-laws of the corporation which shall so restrict ownership.

ARTICLE X

The Corporation shall not lease any real or personal property from other persons.

ARTICLE XI

The Articles of Incorporation of this Corporation may be changed or amended only by an affirmative vote of two-thirds (2/3) of all eligible votes.

ARTICLE XII

Bylaws not inconsistent with the Articles of Incorporation may be adopted, altered, amended or repealed at any regular meeting of the members, or at any special meeting of the members of the Corporation called for that purpose, by the affirmative vote of two-thirds (2/3) of the members present at such meeting; provided, however, a quorum, which shall be one-third (1/3) of the eligible votes, shall be present through members and proxy.

ARTICLE XIII

The business of the Association shall be managed by a Board of Directors of not less than five (5) nor more than eleven (11) in number; the number, qualification, terms of office,

manner of election, powers and duties of such Directors shall be such as may be prescribed by law, these Articles, and such By-Laws as may from time to time be in force.

ARTICLE XIV

The personal liability of a director of the Corporation or its members for monetary damages for Breach of Fiduciary duty as a director is eliminated except as follows:

1. For any breach of the director's duty of loyalty to the Corporation or its members.
2. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law.
3. For acts in violation of Section 30-3-80, Idaho Code, as may be amended or renumbered from time to time.
4. For any transaction from which the director derived an improper personal benefit.

ARTICLE XV

The Board of Directors shall not mortgage or encumber the real or personal property of the Corporation.

HULEN MEADOWS WATER COMPANY
AND OWNERS ASSOCIATION, INC.,
an Idaho Nonprofit Corporation

DATE: 10-1-13

By: Donna M. Finegan
Its President: Donna Finegan

DATE: 9/25/13

By: J. Jaquet
Its Secretary: Jim Jaquet