

AMENDED AND RESTATED BY-LAWS OF HULEN MEADOWS WATER COMPANY AND OWNERS ASSOCIATION, INC.

In accordance with the Articles of Incorporation and the Idaho Nonprofit Corporation Act, I.C. § 30-3-1 et seq., hereinafter known as the "Act", the following By-Laws are amended and restated by the Hulen Meadows Water Company & Owners Association, Inc. In the event of any conflict between these By-Laws and the Act, these By-Laws shall control. In the event that these By-Laws fail to address any specific issue addressed by the Act, the Act shall control.

I. OFFICES

1.1 Principal Office. The Principal office of the Hulen Meadows Water Company & Owners Association, Inc. (the "Corporation") shall be located in Ketchum, Blaine County, Idaho with the present mailing address of Post Office Box 236, Ketchum, Idaho, 83340 and may have such other offices as the Board of Directors may designate or as a corporate business may require.

1.2 Registered Office and Agent. The Board of Directors shall annually identify the registered agent and office through the appropriate filings through the Idaho Secretary of State.

II. MEMBERS

2.1 Eligibility. 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.

2.2 Compliance. Members agree to comply with and be bound by the Articles of Incorporation, the By-Laws, and the Declarations of Covenants, Conditions and Restrictions of Hulen Meadows Subdivisions 1, 2, 3, 4, 5, 6 and 7, and amendments thereto and the policies, rules, and regulations adopted by the Corporation.

2.3 Rights and Interests. 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.

2.4 Expulsion or Suspension. There shall be no suspension of the voting rights of a Member unless said Member is delinquent in payment of assessments and fees. Such suspension must be terminated and voting rights must be restored as soon as the Member is no longer delinquent in payment of the assessments and fees.

2.5 Registration and Termination. The Board of Directors shall keep a record of the names and addresses of all Members. Members are responsible for providing correct addresses. Termination of membership shall not relieve the Member terminated from an obligation to the Corporation for unpaid assessments and fees.

III. MEETINGS OF MEMBERS

3.1 Annual Meeting. An annual meeting of the Members shall be held in June of each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. The Board of Directors will establish a date in June for the meeting. A written notice stating the place, day and hour of the annual meeting of Members shall be delivered either personally or by mail to each Member entitled to vote at such meeting at least thirty (30) days and no more than sixty (60) days before the date of such meeting. If the election of Directors is not held on the day designated herein for an annual meeting, the Board of Directors shall hold the election at a special meeting of the Members as soon thereafter as convenient.

3.2 Special Meetings. Pursuant to Idaho Code, special meetings of the Members may be called by the President, the Board of Directors, or upon written request to any corporate officer of not less than one-tenth (1/10) of the Members entitled to vote. Such special meetings may be called for any purpose or purposes. A written notice stating the place, day and hour of any special meeting of the Members shall be delivered either personally or by mail to each Member entitled to vote at such meeting at least ten (10) and not more than sixty (60) days before the date of such meeting. The purpose or purposes for which the meeting is called shall be stated in the notice. Only those matters identified in such notice may be considered or acted upon at the special meeting. If mailed, the notice of the special meeting shall be deemed delivered when deposited in the United States mail, postage prepaid.

3.3 Place of Meeting. The Board of Directors may designate any place within the County of Blaine, State of Idaho, as the place of meeting for the annual meeting or for any other meeting. Special meetings called by the Members pursuant to 3.2, shall be held within the County of Blaine, State of Idaho.

3.4 Quorum. A number of Members equal to one-third (1/3) of eligible votes either in person or by proxy which may be cast at any meeting shall constitute a quorum. If a quorum is not present or is initially present but subsequently lost, the Members present shall adjourn the meeting immediately.

3.5 Manner of Acting. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Membership, except as provided in Article XIII of the By-Laws.

3.6 Proxies. Each Member in good standing shall be entitled to vote in person or by written proxy through his/her duly authorized proxy holder at any meeting of the Members. Said proxy shall be executed in writing, dated, and signed by the Member. No proxy shall be valid beyond eleven (11) months from its execution. No proxy transferred during its life shall be binding upon an owner of a lot not having signed such proxy. Every proxy shall be revocable at the pleasure of the Member who executed it. However, no proxy shall be revoked that has already been acted upon.

3.7 Officers of the Members' Meetings. The presiding officer at the Members' meetings shall be the President of the Corporation or, in the absence of the President, the Vice-President, or in the absence of both Vice-President and President, a chairperson elected by the Members present at the meeting. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of the Members' meeting.

3.8 Action by Members without a Meeting. Any action that may be taken at any annual, regular or special meeting of the Members may be taken without a meeting by written ballot pursuant to I.C. 30-3-53.

IV. BOARD OF DIRECTORS

4.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Each Director shall be a Member of the Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors except as may be otherwise provided in the Act or the Articles of Incorporation. The Directors' powers shall include any power granted to them by the Act, the By-Laws, or the Articles of Incorporation. In performing their duties, the Directors shall be entitled to rely upon information, opinions, reports or statements, including financial statements or other financial data in each case prepared or presented by: (a) one or more of the officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (b) counsel, public accountants or other persons as to matters that the Director reasonably believes to be within such person's professional or expert competence; or (c) a committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these By-Laws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Any of the above-mentioned persons who perform such duties shall have no liability by reason of being or having been a Director of the Association.

4.2 Number, Tenure, and Qualifications. The number of Directors shall be no less than five (5) and no more than eleven (11) as elected at an annual Members' meeting. Solicitations for Board nominees shall be sent to the Members at least sixty (60) days prior to the annual meeting of the Members. All Directors must be individual Members; however, trustees, general partners, presidents and members of entity Members may serve as Directors. Cumulative voting shall not be allowed; Members may vote only once for any Board candidate on a Ballot and multiple votes for a candidate shall disqualify that Member's Ballot. Directors shall be elected for a two (2) year staggered term with no more than six (6) being elected in even years and no more than five (5) being elected in odd years. Each Director must be elected for each two (2) year term. The term of each newly elected Director will commence at the adjournment of the regular annual meeting of the Members at which he or she is elected. Notwithstanding the foregoing, for the year June, 2014 to June, 2015, the Members may elect up to eleven (11) Directors, and the Board shall select by lot, or otherwise, those Directors exceeding six (6) who will serve only a one (1) year term until the June, 2015 annual meeting of the Members.

4.3 Presumption of Assent. A Director of the Corporation who is present at a meeting of its Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file such Director's written dissent to such action with the secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the secretary of the Corporation within three (3) days of the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

4.4 Regular Meetings. A regular annual meeting of the Board of Directors may be held without notice, immediately after, and at the same place as the annual meeting of Members. The Board of Directors may provide by resolution the time and place, within the County of Blaine, State of Idaho, for the holding of additional regular meetings of the Board. If the Corporation maintains a website, notice of all regular meetings of the Board of Directors will be made available to all owners by posting the time and place of all regular meetings on such website at least seven (7) days in advance of the meeting. All Members shall have the right to attend, but not participate in, regular meetings of the Board of Directors.

4.5 Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix the time and place within the County of Blaine, State of Idaho, for the meeting.

4.6 Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior by written notice delivered personally, faxed, sent by mail, electronic mail, or orally conveyed to each Director at the address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telephone, fax or electronic mail, such notice shall be deemed to be effective at the time of the communication. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of any notice requirement, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting.

4.7 Quorum. A majority of the Board of Directors shall constitute a quorum. If a quorum is not present or is initially present but subsequently lost, the Directors present shall adjourn the meeting immediately.

4.8 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.9 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors by a vote of the majority of the remaining Directors whether a quorum is present or not, if they determine it necessary to fill the vacancy. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

4.10 Removal of Directors. At a special meeting of the Members called expressly for that purpose, any Director or the entire Board of Directors may be removed, with or without cause.

4.11 Action without a Meeting. Any action required by the Act to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, has been signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

4.12 Compensation. No Director shall receive compensation from the Corporation by virtue of the status of being a Director. Nothing contained herein shall be construed to preclude any Member from serving the Corporation in any other capacity and receiving compensation therefore.

V. OFFICES

5.1 Officers. The officers of the Corporation shall be the President, the Vice President, the Secretary, the Treasurer and other officers created by the Board of Directors. Any two or more offices may be held by the same person, except that a person may not be both President and Secretary.

5.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at their regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and qualified.

5.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served.

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

5.5 President. The President shall be the principal executive officer of the Corporation and shall supervise the business of the Corporation. The President shall preside at all meetings of the Members and of the Board of Directors. The President shall have at least one year of experience on the Board to be eligible for this office, unless no one with a year's experience is willing to serve as President. The President may sign, with the Secretary or any other proper officer of the Corporation, any deeds, mortgages, bonds, contracts, or other legal instruments which the Board of Directors authorize to be executed. The President shall always be subject to the control of the Board of Directors.

5.6 Vice President. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President.

5.7 Treasurer. The Treasurer shall be responsible for all funds and securities of the Corporation; 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 companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws. The Directors may require the Treasurer to be bonded. The Treasurer, with approval of the majority of the Board of Directors, may delegate these duties to an agent provided that the Treasurer makes periodic and prudent reviews of receipts and expenditures and presents results of these reviews to the Board.

5.8 Secretary. The Secretary shall insure that minutes are kept of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and, if a corporate seal be adopted by the Board of Directors, be the custodian of the seal of the Corporation and see that such seal of the Corporation is affixed to all documents; and keep a register of the mailing address of each Member. The Secretary, with the approval of the majority of the Board of Directors, may delegate to an agent the maintenance of the register of Members' addresses and the storage of the corporate records and seal.

5.9 Conflict of Interest. Any Director whom a simple majority of other Directors determines to have a conflict of interest will not vote on the issue in question.

VI. COMMITTEES

6.1 Committees of Directors. The Board of Directors may establish committees for the purpose of specific management tasks. The establishment of such committees shall not operate to relieve the

Board of Directors, or any individual Director, of any responsibility.

6.2 Architectural Control Committee. The Board of Directors shall designate an Architectural Control Committee composed of three (3) regular Members and one (1) alternate Member to act in cases where a regular Member is absent, or incapacitated or otherwise unable to act. The committee shall review all plans, specifications and documents submitted by a Member pertaining to erection or exterior alteration of buildings and improvements as set forth in the recorded Declarations of Covenants, Conditions and Restrictions of Hulen Meadows Subdivisions No. 1, 2, 3, 4, 5, 6, and 7, as amended (CC&Rs), and approve or disapprove the same. The Board of Directors may adopt such rules, procedures, fee and compliance deposit schedules, and forms as it deems necessary for the committee to use in exercising its functions under the aforesaid CC&Rs, and for the Board to use in acting on any appeals made pursuant to the CC&Rs.

6.3 Term of Office. Each member of a committee shall hold such position until his/her successor is appointed, unless the committee shall be terminated earlier, the Member removed from such committee, or such Member shall cease to qualify. However, a member of a committee may resign and may be appointed to another committee by the Board.

6.4 Chairperson. One member on each committee shall be appointed Chairperson by the Board of Directors.

6.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.6 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of committee members shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.7 Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

6.8 Termination and Removal. Any committee may be terminated, or individual removed therefrom, by a simple majority vote of the Board of Directors.

VII. CONTRACTS, CHECKS, DEPOSITS, FUNDS, and LOANS

7.1 Contracts. The Board of Directors may authorize any officer, agent or any combination thereof to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

7.2 Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by a resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and counter-signed by the President or a Vice President of the Corporation.

7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

7.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

7.5 Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. However, the Board shall not mortgage or encumber the real or personal property of the Corporation.

VIII. CERTIFICATES OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation which shall be in such form as may be determined by the Board.

IX. BOOKS AND RECORDS

The Corporation shall keep correct and complete financial records and shall also keep minutes of the proceedings of its Members, Board of Directors and committees. All books and records of the Corporation may be inspected by any Member or his/her agent or attorney for any proper purpose at any reasonable time. At least once every three (3) years, the Board of Directors shall engage a licensed Certified Public Accountant to perform an audit of the Corporation's books.

X. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of June and end on the last day of May in each year.

XI. ASSESSMENTS AND FEES

11.1 Agreement to Pay. Each person or entity upon becoming a Member in the Corporation, shall covenant and agree with the other Members and the Corporation to pay the Corporation assessments and fees, together with any late charges and interest for nonpayment as set by the Board, required by the Corporation for the purposes provided in the Articles of Incorporation and By-Laws.

11.2 Capital Assessments. The capital assessments, if any, shall be the same for each Member. The existence and amount of assessments will be for the purpose of defraying in whole or in part the cost of any construction or reconstruction, repair or replacement of property of the Corporation, or for any other expense incurred or to be incurred as provided to maintain such property. If an individual owns multiple lots in the Hulen Meadows Subdivisions, such individual shall have one membership for each lot and shall pay assessments multiplied correspondingly to the number of lots owned. Capital assessments may be levied on Members of this Corporation by the Members at any special or regular meeting of the Members or by mailed written ballot of the Members.

11.3 Payment of Assessments. Capital assessments shall be payable at times determined by the Board of Directors.

11.4 Annual Fees. Annual fees may be levied on Members of this Corporation by the Members

as recommended by the Board of Directors

11.5 Fees. The total periodic fees levied against Members shall be based upon advance estimates of cash requirements by the Corporation to provide payment for all estimated expenses growing out of or connected with the provision of water and the maintenance and operation of the Corporation. These operations include but are not limited to furnishing common services; acquiring or maintaining common properties; providing water, including management expenses, taxes and special assessments; insurance premiums; landscaping or grounds care; lighting; trash collection; repair and maintenance; wages for Corporation employees; legal and accounting fees; and the creation of a reasonable contingency reserve, surplus and/or sinking funds; and any other expenses or liabilities which may be incurred by the Corporation. The Board shall send a copy of the proposed annual budget for the next fiscal year and notice of the amount of the fees as provided in Section 11.4. Such budget and fees shall become effective unless disapproved at the annual meeting by a majority of the total votes provided that a quorum has been established. If the Board fails for any reason to determine the budget for any year, or the budget is disapproved, then until such time as a budget is determined, the budget and fees in effect for the immediately preceding year shall continue for the current year.

11.6 Notice of Fees and Time for Payment Thereof. The Corporation may set fees, which shall be due annually, quarterly or monthly as the Board of Directors shall determine. The Corporation may, in its discretion, allow fees to be paid in installments. Written notice of fees shall be given to each Member. Such notice shall specify the amount of the fee and the date or dates of payment of the same. No payment shall be due less than thirty (30) days after the same written notice has been given. Failure of the Corporation to give timely notice of any fees as provided herein shall not affect the liability of the Member for such fees. However, the date when payment shall become due in such a case shall be deferred to a date thirty (30) days after such notice shall have been given.

11.7 Default in Payment of Assessments or Fees. When any Member shall be in default in the payment of assessments or fees for a period of sixty (60) days from the date on which such assessments or fees became payable, that Member shall not be entitled to vote until such amounts are paid. The Corporation shall give written notice to such delinquent Member for the amount of late fees and/or interest accrued after such sixty (60) days.

11.8 Lien for Assessments and Fees. If any Member shall fail to pay his/her assessments and fees as they become due, or the failure of payment after sixty (60) days, such assessments and fees shall become a lien on such lot and the improvements thereon in favor of the Corporation upon compliance with I.C. § 45-810. Such lien shall be superior to all other liens and encumbrances on such property except for: (1) valid tax and special assessments liens in favor of any governmental assessing authority, (2) a lien for all sums unpaid on a first mortgage, duly recorded in Blaine County, Idaho, real estate records, including all unpaid obligatory advances to be made pursuant to such mortgage and all amounts advanced pursuant to such mortgage and secured by the lien thereof in accordance with the terms of such instrument, and (3) labor or materialmen's liens to the extent required by law. For purposes of this Section 11.8, the term "mortgage" shall mean both a conventional mortgage and a promissory note secured by a deed of trust.

Such lien shall be created and enforced pursuant to I.C. § 45-810. In any such foreclosure, the Member shall be required to pay the costs and expenses of such proceeding, the costs and expenses of filing the notice of assessments and fees and all reasonable attorney's fees. All such costs and expenses shall be secured by the lien being foreclosed. The Member shall also be required to pay to the Corporation assessments and fees against the property which shall become due during the period of foreclosure. The Corporation shall have the right and power to bid at the foreclosure sale or other legal sale and to acquire, hold, convey, lease, rent,

encumber, use and otherwise deal with the property as the Member owning the property.

A further notice stating the satisfaction and release of any such lien shall be executed by the Corporation and recorded in the Blaine County, Idaho real estate records, upon payment of all sums secured by a lien which has been made the subject of a recorded notice of assessment.

11.9 Personal Obligation of Member. The amount of any assessments or fees against any property lot shall be the personal obligation of the Member owning such lot to the Corporation. Suit to recover a money judgment for such personal obligation shall be maintainable by the Corporation without foreclosing or waiving the lien securing the same. No Member may avoid or diminish such personal obligation by waiver of the use and enjoyment of any services or property maintained by the Corporation. The purchaser of a Lot shall be jointly and severally liable for all past assessments and fees.

11.10 Assignment of Assessments and Fees. In the event any Member whose assessments and fees are paid shall, during the year in which such assessments and fees are paid, terminate his/her membership by sale of his/her lot in any Hulen Meadows Subdivision, he/she shall be entitled to assign to the buyer of such property lot the benefit of the paid up assessments and fees.

XII. LIABILITY AND INDEMNIFICATION

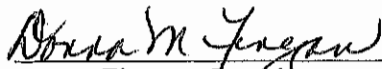
The Board of Directors, pursuant to law, shall have the power to obligate and bind the Corporation to indemnify and hold harmless any Director, officer, agent, or employee of the Corporation for any claims, demands, or causes of action made against said person arising from acts or omissions on behalf of the Corporation. Such indemnification shall include, but not be limited to, expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been a Director or officer, except in relation to matters as to which such person is adjudged to be liable for willful misconduct in the performance of such person's duties to the Association.

The personal liability of a Director is eliminated except as specified in Article XIV of the Articles of Incorporation.

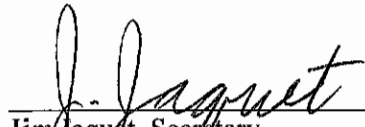
XIII AMENDMENTS

These By-Laws may be adopted, altered, amended, or repealed by an affirmative vote of two-thirds (2/3) of the Members present at a duly-noticed meeting.

At the duly called annual meeting of the Hulen Meadows Water Company and Owners Association, Inc., on June 24, 2014, the within bylaws were approved by 78.8% of the Members present at such duly-noticed meeting.


Donna Finegan, President

9/11/14
Date


Jim Jaquet, Secretary

9/11/14
Date