

First Amendment To Articles Of Incorporation Of
Rich Porter Lemp Park Addition Homeowners' Association, Inc., Hereafter Known As

**ARTICLES OF INCORPORATION
OF
REFLECTION LANE HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, pursuant to the Idaho Nonprofit Corporation Act, Title 30, Idaho Code and acting as Incorporator, adopts the following Articles of Incorporation for a non-profit homeowners' association of Rich Porter Lemp Park Addition subdivision, situated in Middleton, Canyon County, Idaho.

ARTICLE 1. NAME is amended to read:

The name of the corporation is:

REFLECTION LANE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE 2. DURATION

These Articles of Incorporation are made effective when filed for record with the Idaho Secretary of State. The duration of this Corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The Corporation is charged with the duties and vested with the powers prescribed by law and set forth in these Articles, the Bylaws, and the First Amendment to Declaration of Covenants, Conditions and Restrictions. The Corporation has been formed for the following purposes to be pursued at the discretion of the Association:

1. To provide an entity for the management and maintenance of the Association common areas, facilities, systems, and pond,
2. To set, collect and expend Association assessments,
3. To correct obstruction of, or damage to, Association common facilities,
4. To select members of the Association's Architectural Control Committee (ACC),
5. To engage in all activities that are incidental or conducive to achieving the objectives of the Corporation as stated in these Articles, the Bylaws, and the applicable Declaration of Covenants, Conditions, and Restrictions, and
6. To engage in any other activities that are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this Corporation. Without limited the forgoing, it is expressly provided hereby that:

- a. The Corporation shall exercise all the powers and privileges and perform all of the duties and obligations of the Corporation as set forth in the First Amendment To Declaration of Covenants, Conditions, and Restrictions for Rich Porter Lemp Park Addition subdivision (hereinafter “Declaration”) applicable to the property and recorded in the office of Canyon County Recorder, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein in full.
- b. The Corporation shall assess reasonable fees to be paid by each lot owner and member in Rich Porter Lemp Park Addition subdivision, which fees shall be used to maintain subdivision common facilities and to accomplish the purposes of this Corporation.

ARTICLE 4. MEMBERSHIP

This Corporation shall have members. Every owner of a parcel is a member of the Association. Membership is appurtenant to, and may not be separated from, ownership of any parcel. Each person or entity who is a record owner of a fee or undivided fee interest in any lot, which is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be a member of the Corporation. The foregoing excludes persons or entities that hold an interest merely as security for the performance of an obligation.

ARTICLE 5. VOTING RIGHTS

The Corporation shall have one (1) class of voting membership. Each lot is entitled to one (1) vote. There will not be more than one (1) vote per parcel regardless of the number of owners. Any parcel for which there are outstanding assessments is ineligible to vote on any proposition until all assessments are satisfied. The vote applicable to a lot in the process of being sold under contract of purchase shall be exercised by the contract seller, unless the contract expressly provides otherwise.

ARTICLE 6. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is 8819 Reflection Lane, Middleton, Idaho 83644, and the name of its initial registered agent at such address is Calvin K. McDonald. Future mailings should be directed to the registered agent at the registered office.

ARTICLE 7. DIRECTORS

The business of the Corporation shall be managed by its Board of Directors each of whom shall be at least eighteen (18) years of age and have an ownership interest in a lot in Rich Porter Lemp Park Addition subdivision. The number of directors of this Corporation shall be fixed by the bylaws. The initial Board of Directors shall consist of three (3) directors. Except for the initial board, Directors shall be elected for a term of three (3) years. The directors are not entitled to compensation for services performed pursuant to these Articles, the Association Bylaws, or the subdivision covenants, conditions, and restrictions. The names and addresses of the persons who shall serve as directors until the first meeting of the members and until their successors are elected and qualify, or unless they resign or are removed, are:

<u>Director</u>	<u>Address</u>
Rich Porter	8819 Reflection Lane, Middleton, ID 83644
Calvin K. McDonald	8819 Reflection Lane, Middleton, ID 83644
Alan Mills	901 Main Street, Middleton, ID 83644

ARTICLE 8. INCORPORATOR

The name and address of the Incorporator is as follows:

Darin J. Taylor
25579 Par Drive
Caldwell, ID 83607

ARTICLE 9. AMENDMENT OF ARTICLES

These Articles of Incorporation may not be amended without at least two-thirds (2/3) of the membership votes entitled to vote being cast in support of such amendment.

ARTICLE 10. DISSOLUTION

Upon dissolution or final liquidation of the Corporation, the assets of the Corporation shall be dedicated to a public body or conveyed to a nonprofit organization with purposes similar to the Reflection Lane Homeowners' Association.

ARTICLE 11. LIMITATION OF LIABILITY

A director of this Corporation shall not be personally liable to this Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this Corporation or its members, (ii) for acts or

omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit.

If the Idaho Business Corporations Act or the Idaho Nonprofit Corporation Act (hereinafter "Acts") are amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation automatically, by shall be eliminated or limited to the fullest extent permitted by the Acts as so amended, unless further Corporation actions are necessary.

Any repeal or modification of this Article by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation in office at the time of such repeal or modification, but will take effect upon the term of the next director.

ARTICLE 12. INDEMNIFICATION

The Corporation has the authority, in accordance with Idaho State law, to indemnify each director or officer, or any person who may have served at its request as a director or officer, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a director or officer of the Corporation, whether or not he or she continues to be a director or officer at the time of incurring such expense, except in relation to matters as to which he or she are adjudged in such action, suit or proceeding to be liable for negligence in the performance of duty as director or officer of Reflection Lane Homeowners' Association. Such indemnification is not exclusive of any other rights to which a person indemnified may be entitled under any bylaw, agreement, vote of members, or otherwise.

The Corporation has the right to defend and to incur reasonable expenses in the defense of any such actions, suits or proceedings brought against any director, officer or person acting as director or officer. Wherever in this Article a director or officer is referred to, such reference includes his or her personal representative, executors and administrators.

The Corporation will indemnify the Incorporator for expenses actually and necessarily incurred by him or her in connection with the formation of the Corporation. The Corporation will also indemnify the Incorporator for his or her acts and deeds on behalf of the Corporation prior to its incorporation.

ARTICLE 13. LIMITED LIABILITY FOR MEMBERS

The private real or personal properties of the members of Reflection Lane Homeowners' Association are not subject to the payment of corporate debts of this Corporation to any extent whatsoever.

Dated this _____ day of June, 2002.

BOARD OF DIRECTORS

By: _____
Alan Mills

By: _____
Richard Porter

By: _____
Calvin McDonald

CORPORATE VERIFICATION

State of Idaho)

S.S.

County of Canyon)

I, Darin J. Taylor, a notary public, do hereby certify that on this _____ day of June, 2002, personally appeared before me Alan Mills, Richard Porter, and Calvin McDonald, who, being by me first duly sworn, declared that they are the initial directors of the Reflection Lane Homeowners' Association, Inc., that they signed the foregoing document as Board of Directors of the Association, and that the statements therein contained are true.

Notary Public
My Commission Expires on _____