

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.

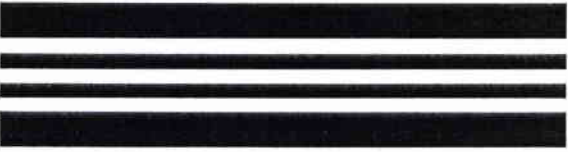
04 min. past 2 o'clock P.M.
this 13 day of October, 1992

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

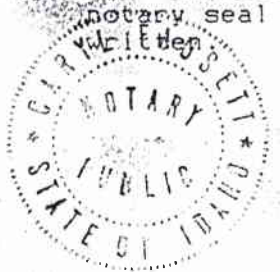
ATTEST:

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 92 SEP 11 AM 8 38
OF

RECEIVED
SEC. OF STATE

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