

## RESTATED BYLAWS

### OF

## TWIN RIVER RANCH PROPERTY OWNERS' ASSOCIATION, INC.

### An Idaho Nonprofit Corporation

## ARTICLE I – OFFICES

**Section 1: Principal Office:** The principal office of Twin River Ranch Property Owners' Association, Inc., an Idaho nonprofit corporation (the "Corporation"), shall be located in White Bird, Idaho 83554. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**Section 2: Registered Agent:** The registered agent and registered office for the Corporation shall be as designated from time to time by Resolution of the Board of Directors.

## ARTICLE II – MEMBERSHIP AND VOTING RIGHTS

**Section 1: Organization:** The Corporation is organized as an Idaho nonprofit corporation under the laws of the State of Idaho, including but not limited to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code, as amended (hereafter the "Act"). The Corporation is charged with the duties and vested with the powers prescribed by law and set forth in the Act, Articles of Incorporation, these Bylaws, and as may be set forth in the Declaration of Covenants, Conditions, and Easements for Twin River Ranch recorded at the office of the Idaho County Recorder, and all duly recorded amendments thereto (hereinafter collectively the "Declaration"). Unless otherwise required by law, neither the Articles nor these Bylaws shall, for any reason, be amended or otherwise changed so as to be inconsistent with the Declaration. In the event that there should exist any ambiguity in any provision of the Articles or these Bylaws, then such provision shall be construed, to the extent possible, so that such provision shall be interpreted to be consistent with the provisions of the Declaration.

**Section 2: Membership:** Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot located within the property which is known as Twin River Ranch, and which is more particularly described in the attached Exhibit "A", shall be a member of the corporation. Membership shall be appurtenant to and may not be separated from the fee ownership of any Lot. Ownership of such Lot shall be the solo qualification for membership, and shall be determined by the records of the Office of Assessor and Recorder for Idaho County, Idaho. Transfer of a Lot shall automatically transfer membership in the Corporation.

**Section 3: Members in Community Association:** Each Owner shall be a Member of the Association. An Owner shall automatically be a holder of the membership appurtenant to such Owner's Lot, and the membership shall automatically pass with fee simple title to the Lot. Declarant shall hold one membership in the Association for each Lot owned by Declarant. Membership in the Association shall not be assignable separate and apart from fee simple title to a Lot, except that the Owner may assigned some or all the Owners rights as an Owner and as the Member of the Association to a contract purchaser, tenant or First Mortgagee, and may arrange for such person to perform some or all such Owner's obligations as provided in this Declaration, but no such delegation or assignment shall relieve an Owner from the responsibility for full fulfillment of the obligations of the Owner under the Association documents.

**Section 4: Suspension of Voting Rights:** Subject to any applicable laws concerning suspension of Idaho nonprofit corporation member voting rights, no member shall be entitled to vote or be counted for purposes of a quorum unless they are then current in the payment of assessments, whether Regular or Special, which have been levied by the Association.

## **ARTICLE III – MEETINGS**

**Section 1: Annual Meetings:** An annual meeting of the Members shall be held during the month of June each year. The exact date, time and place of the meeting shall be established by the Board of Directors. The annual meeting shall be for the purpose of electing directors, and for the transaction of such other business as may come before the meeting.

**Section 2: Special Meetings:** Special Meetings of the Members may be called by the Board of Directors or on the request of not fewer than ten percent (10%) of the Members of the Corporation.

**Section 3: Place of Meetings:** The Board of Directors may designate any place, either within or without the State of Idaho, as the place of meetings for any annual meeting or for any special meeting. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Idaho.

**Section 4: Notice of Meeting:** Unless otherwise required by the Act, written notice stating the place, day and hour of any meeting of Members shall be delivered to each member no fewer than fifteen (15) days before the meeting date if delivered personally or by first class or registered mail. If notice is mailed by other than first class or registered mail, the notice shall be mailed no fewer than thirty (30) days before the meeting date. In no event shall any such notice be effective if given more than sixty (60) days before the meeting date. If mailed, notice shall be sent to each member at the address shown on the records of the Secretary of the

Corporation; or, if no such record exists, to the address shown on the records of the Idaho County Assessor. Any notice of a meeting of Members shall also include all other information as may be required by the Act applicable to the meeting.

**Section 5: Waiver of Notice:** Whenever any notice of meeting is required to be given to any member under the provisions of the Act, or under the provision of the Articles of Incorporation of the Corporation (the "Articles") or by these Bylaws, such notice may be waived by the Member as provided in the Act.

**Section 6: Officers of the Members' Meeting:** The presiding officer at 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 the President and Vice President, a chairman 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 a members' meeting.

**Section 7: Quorum and Voting Requirements:** Those members represented in person or by proxy, shall constitute a quorum at a meeting of Members. The Members present at a duly organized and conveyed meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by the Act, the Articles, or the Bylaws.

**Section 8: Proxies:** A member may vote either in person or by Proxy executed in writing by the member and received by the Secretary before the proxy exercises authority under the appointment with respect to the vote at issue. No proxy shall be valid after eleven (11) months from the date of its execution. Every Proxy shall be revocable at the pleasure of the member who executed it. A Member may also vote by mail, if the Board of Directors has provided a ballot allowing for said ballot to be returned by each member choosing to vote prior to a meeting. In the case of a mail-in vote, the same provisions of timing outlined in Section 4 of this Article will prevail.

**Section 9: Action by Members Without a Meeting:** Any action required or permitted to be taken at a meeting of the Members of the Corporation may be taken without a meeting if the options are clearly articulated. For avoidance of doubt, if the action required or permitted to be taken is likely to involve options or choices raised from the floor during a meeting, a meeting should be held and Members not in attendance but wishing to vote should provide their proxy to The Board of Directors, or to another Member.

## ARTICLE IV – DIRECTORS

**Section 1: General Powers and Standard of Care:** All corporate powers shall be exercised by or under 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, in the Articles, or herein.

**Section 2: Number, Tenure, and Qualifications:** The initial number of directors shall be three (3). The Board shall be expanded to five (5) upon the transfer of control from Declarant to the Association. The Association shall expand the number of directors as the Board deems necessary.

Directors shall be elected for staggered three-year terms. Each director shall hold office until the end of the term or until a successor shall be elected and qualified. Directors shall be elected when necessary at the annual meeting of the membership by a majority vote of the voting Members present in person or represented by proxy. Directors must be Members of the Association. The initial Board of Directors shall determine by lot the initial term of each director so that one Director shall have a one-year term, one Director shall have a two-year term, and one Director shall have a three-year term. When the two additional Directors are added, they shall each have two-year terms.

**Section 3: Vacancies:** Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of any increase in the number of directors shall be filled by the Board of Directors. Directors elected to fill a vacancy shall be elected for the unexpired term of the predecessors in office.

**Section 4: Removal of Directors - Code of Conduct:** Any director may be removed from office as provided by the Act. The Board of Directors may from time to time by resolution adopt and amend a Code of Conduct for Directors to the extent consistent with the Act, the Articles of Incorporation, these Bylaws and the Declaration. Each Director shall comply with the Code of Conduct so adopted. One or more violations of the Code of Conduct by a Director may constitute good cause for removal of the Director.

**Section 5: Regular Meetings:** A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately following the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board.

**Section 6: Special Meetings:** Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized

to call special meetings of the Board may designate any place as the place for holding any special meeting of the Board called by them.

**Section 7: Notices:** Notice of any special meeting of the Board of Directors shall be given at least five (5) days previous thereto by written notice delivered personally or sent by mail to each director at his address as shown by the records of the Corporation. The attendance of a director at any meeting shall indicate that such director received notice of such meeting. The purpose of any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

**Section 8: Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if fewer than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice. Once the quorum is established, it shall remain for the duration of the meeting.

**Section 9: Manner of Acting:** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise provided by law or by these Bylaws.

**Section 10: Informal Action:** Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action as taken shall be signed by a majority of the directors.

**Section 11: Compensation:** The officers and directors shall serve without compensation. Unless otherwise prohibited by law, reasonable expenses incurred by Directors may be reimbursed when expended for and in the interest of the Corporation and approved by the Board of Directors in advance.

**Section 12: Director Conflicts of Interest:** A conflict of interest transaction is a transaction with the Association in which a director of the Association has a direct or indirect interest, including but not limited to a financial interest or interest as an owner of property in Twin River Ranch Subdivision. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved as provided in the Act for director conflicts of interest.

## **ARTICLE V – OFFICERS**

**Section 1: Number and Title:** The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the

provision of this Article. The Board of Directors may elect one or more assistant secretaries or one or more assistant treasurers as it may be felt desirable. Any two or more offices may be held by the same person, except the office of President and the office of Secretary.

**Section 2: Election and Term of Office:** the officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as possible. Each officer shall hold office until their successor shall be duly elected and qualified.

**Section 3: Vacancies:** Vacancies may be filled or a new office created and titled at any meeting of the Board.

**Section 4: Removal:** Any officer elected or appointed by the Board of Directors may be removed by an affirmative vote of two-thirds (2/3) of the total Board whenever, in its judgment, the best interest of the corporation would be served thereby.

**Section 5: President:** The President shall preside at all meetings of the Board of Directors and the general membership. He may sign with the Secretary, or any other proper officer of the corporation authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties which shall be prescribed by the Board of Directors from time to time.

**Section 6: Vice President:** In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there shall be more than one Vice President, the Vice President in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform other duties as from time to time may be assigned by the President or the Board of Directors.

**Section 7: Secretary:** The Secretary shall keep the permanent minutes of the meetings 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 provision of these Bylaws, or as required by law; be custodian of the corporate records and corporate seal; keep a register of the name and post office address of each corporate member, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

**Section 8: Treasurer:** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; the Treasurer shall assure that the

bookkeeper receive and give receipts for money due and payable to the Corporation from any source whatsoever and deposit all monies in the name of the Corporation in such bank or other financial institution as shall be selected by the Board of Directors, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer shall prepare an annual operating budget showing income and expenses to be presented to the Board for approval at the annual regular meeting of the Board of Directors.

## **ARTICLE VI – COMMITTEES**

**Section 1: Standing Committees:** The Board of Directors may establish such additional committees as are necessary and appropriate to carry out the business of the Corporation. Each committee shall have the duties and responsibilities delegated to it by the Board of Directors.

**Section 2: Duties:** The duties, responsibilities, authority and composition of all standing committees and ad hoc committees shall be stated in writing and adopted by resolution of the Board of Directors.

**Section 3: Term of Office:** All committee Members shall serve until the first annual meeting following their appointment or until their appointment or until their successors have been appointed.

## **ARTICLE VII – DUTIES AND POWERS OF THE CORPORATION**

**Section 1: General Powers of the Corporation:** The specific and primary purposes and powers of the Corporation and its Board of Directors are to enforce the provisions of the Declaration and the Corporation's Articles and these Bylaws, and any other instruments relating to the management and control of the Corporation. The Corporation may do any and all other acts and things that a nonprofit corporation is empowered to do, which may be necessary, convenient or desirable in the administration of its affairs for the specific and primary purposes of meeting its duties set forth in the Declaration. The Corporation, through its Board of Directors, shall have the authority to delegate its power to committees, offices of the Corporation or its employees.

**Section 2: Corporation Rules:** The Board of Directors shall have the power to adopt amend, and repeal such rules and regulations as it deems reasonable, subject to all provisions, limitations, notice and procedures pertaining to rule making set forth in Article 7, § 7.2 of the Declaration.

## **ARTICLE VIII – MISCELLANEOUS**

**Section 1: Indemnification:** The Corporation shall have the authority to indemnify any current or former director, officer, or agent of the Corporation as authorized by the Act.

**Section 2: Depositories:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies, or other depositories as the Board of Directors may direct.

**Section 3: Contracts:** The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 4: Checks, Drafts, Etc.:** All checks, drafts, or orders for the payment of money, notes, or other evidence on indebtedness issued in the name of the Corporation shall be signed by such persons and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an assistant Treasurer.

**Section 5: Fiscal Year:** The fiscal year of the Corporation shall end on the last day of December of each year.

**Section 6: Investment:** Any funds of the Corporation which are not needed currently for the activities of the Corporation may, at the direction of the Board of Directors, be invested in such investments as are permitted by law.

**Section 7: Non-liability of Directors, Officers, Committee Members:** To the fullest extent permitted by law, neither the Board, any committees of the Corporation or any member of such Boards or committee shall be liable to any Member of the Corporation for any damage, loss or prejudice suffered or claimed on account of any decision, course of action, act, omission, error, negligence or the like, made in good faith, and while such Board, committees or persons reasonably believed to be acting within the scope of their duties.

**Section 8: Books and Records:** The Corporation shall keep correct and complete books and records and minutes of the proceedings and actions of its Directors and members as required under the Act. The Secretary shall keep records of the name and address of the Members entitled to vote. Books and records of the Corporation may be inspected by any member or his agent or attorney as provided by the Act.



### **Section 9: Dissolution:**

- (a) A resolution to dissolve the Corporation shall be submitted to a vote of the members.
- (b) In the event of dissolution of the Corporation, unless otherwise required by law, the Board of Directors shall, after payment of all liabilities of the Corporation, dispose of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner or to such organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and which is organized for purposes substantially similar to that of the Corporation.

**Section 10: Nondiscrimination:** This Corporation is an equal opportunity employer and shall make available its services without regard to race, creed, age, sex, color, ancestry or national origin.

**Section 11: Political Activity:** The Corporation shall not, in any way, use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office, or as may otherwise be prohibited by law. However, this Bylaw shall not be construed to limit the right of any director, official, agent or member of this Corporation to appear before any legislative committee, to testify as to matters involving the Corporation.

**Section 12: 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 purposes of the Corporation.

**Section 13: Parliamentary Procedure:** The parliamentary procedures at all meetings of the Board of Directors and membership shall, to the extent practical, be governed by *Roberts' Rules of Order* (Current Edition), unless contrary procedure is established by the Act, Articles of Incorporation or these Bylaws, or by resolution of the Board of Directors. No action taken by the Board of Directors or Members shall be void or voidable solely by reason of lack of compliance with *Robert's Rules of Order*.

## **ARTICLE IX – AMENDMENTS**

These Bylaws may be altered, amended, or repealed and a new set of Bylaws adopted by a two-thirds (2/3) majority vote of the Board of Directors, except that a) amendments which are required by the Act to be approved by the Members shall be subject to approval of the Members as provided by the Act, and b) any amendment of these Bylaws which would alter,

amend or modify the provisions of Article II, Section 2 or 3 herein shall require the written consent of Declarant (as long as Declarant owns any Lots in the Property) and the approval of seventy-five percent (75%) of the Members who are present or represented by proxy at a properly scheduled meeting of the Members at which a quorum is present. At least ten (10) days' prior written notice setting forth a proposed action and time and place of meeting shall be given to all Directors.

## SECRETARY'S CERTIFICATION

This is to certify that the foregoing Bylaws have been duly amended and adopted by the Board of Directors at a meeting held on September 15, 2018. This document replaces in its entirety The Bylaws of the Twin River Ranch Property Owner's Association dated June 13, 2003, and recorded as Document # 0431200 in Idaho County, Idaho. It also specifically includes and incorporates the amendment to Bylaws of September 7, 2007, recorded as part of Document 457262 in Idaho County, Idaho.

### TWIN RIVER RANCH PROPERTY OWNERS' ASSOCIATION, INC

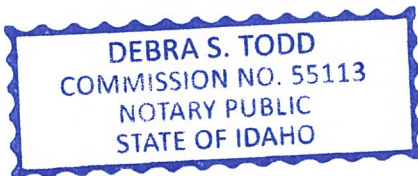
By:   
Carol Ansell, Secretary

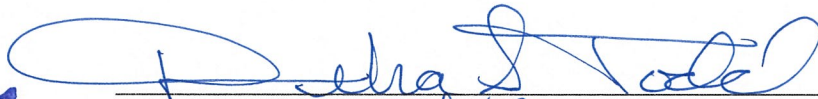
STATE OF IDAHO)  
(ss.  
County of Idaho (

On this 2 Day of Oct., 2018, before me,  
Debra S Todd

A notary Public in and for said State, personally appeared Carol Ansell, Secretary for the Twin River Ranch Property Owners' Association, Inc, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same for and on behalf of said corporation.

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



  
NOTARY PUBLIC FOR Idaho  
Residing at: Shangerville  
My Commission Expires 09/29/2021

# EXHIBIT A

## LEGAL DESCRIPTION: TRACT "A"

A TRACT OF LAND LOCATED IN SECTIONS 7, 8, 9, 16, 17, 18, 19, 20 AND 21; TOWNSHIP 24 NORTH, RANGE 1 EAST, BOISE MERIDIAN, IDAHO COUNTY, IDAHO; MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE CORNER COMMON TO SECTIONS 15, 16, 21 AND 22, T. 24 N., R. 1 E., S. 1 N., IDAHO COUNTY, IDAHO: THENCE S 00°15'11"W, 2593.26 FEET ALONG THE EAST LINE OF SECTION 21 TO THE NORTHEAST CORNER OF TAX PARCEL NO. 91; THENCE ALONG THE BOUNDARY OF SAID TAX PARCEL NO. 91 THROUGH THE FOLLOWING FOURTEEN COURSES: 1.) N 77°31'00"W, 461.97 FEET; 2.) S 12°14'14"W, 50.04 FEET; 3.) N 77°46'41"W, 157.57 FEET; 4.) N 11°17'56"E, 49.94 FEET; 5.) N 77°49'04"W, 234.70 FEET; 6.) S 11°32'25"W, 114.40 FEET; 7.) N 71°49'11"W, 97.89 FEET; 8.) S 45°23'41"W, 341.34 FEET; 9.) S 37°45'26"E, 208.83 FEET; 10.) S 05°06'04"W, 223.28 FEET; 11.) S 24°38'33"E, 144.18 FEET; 12.) S 39°07'49"E, 102.31 FEET; 13.) N 70°16'34"E, 173.62 FEET; 14.) S 33°21'59"E, 466.26 FEET TO A POINT ON THE WESTERLY LIMIT OF A COUNTY ROAD: THENCE S 05°31'08"E, 803.37 FEET ALONG SAID WESTERLY LIMIT TO THE NORTH CORNER OF TAX PARCEL NO. 32; THENCE S 08°39'56"E, 702.88 FEET ALONG THE WESTERLY BOUNDARY OF TAX PARCEL NO. 32; THENCE S 28°54'48"E, 465.62 FEET ALONG THE WESTERLY BOUNDARY OF TAX PARCEL NO. 31; THENCE N 89°20'06"E, 41.71 FEET ALONG THE SOUTHERLY BOUNDARY OF TAX PARCEL NO. 31; THENCE S 17°14'30"W, 22.69 FEET ALONG THE WESTERLY LIMIT OF A COUNTY ROAD TO A POINT ON THE SOUTH LINE OF SECTION 21; THENCE S 89°41'22"W, 5073.52 FEET ALONG THE SOUTH LINE OF SECTION 21 TO THE CORNER COMMON TO SECTIONS 20, 21, 28 AND 29; THENCE S 89°32'27"W, 5314.53 FEET ALONG THE SOUTH LINE OF SECTION 20 TO THE CORNER COMMON TO SECTIONS 19, 20, 29 AND 30; THENCE N 89°59'54"W, 2627.52 FEET ALONG THE SOUTH LINE OF SECTION 19 TO THE 1/4 CORNER COMMON TO SECTIONS 18 AND 30; THENCE N 00°21'31"E, 1334.13 FEET ALONG THE WEST LINE OF THE S 1/2 SE 1/4 OF SECTION 19; THENCE S 89°37'08"E, 2629.69 FEET ALONG THE NORTH LINE OF THE S 1/2 SE 1/4 OF SECTION 19; THENCE N 00°27'01"E, 1339.81 FEET ALONG THE LINE COMMON TO SECTIONS 19 AND 20 TO THE 1/4 CORNER COMMON TO SECTIONS 18 AND 20; THENCE S 89°55'42"W, 2831.44 FEET ALONG THE SOUTH LINE OF THE S 1/2 NE 1/4 OF SECTION 19; THENCE N 00°21'31"E, 1329.93 FEET ALONG THE WEST LINE OF THE S 1/2 NE 1/4 OF SECTION 19; THENCE N 89°35'25"E, 1319.82 FEET ALONG THE NORTH LINE OF THE S 1/2 NE 1/4 OF SECTION 19; THENCE N 00°31'33"E, 1330.55 FEET ALONG THE WEST LINE OF THE NE 1/4 NE 1/4 OF SECTION 19; THENCE S 89°55'06"W, 1323.70 FEET ALONG THE LINE COMMON TO SECTIONS 18 AND 19, TO THE 1/4 CORNER COMMON TO SECTIONS 18 AND 19; THENCE N 00°09'04"W, 1321.86 FEET ALONG THE WEST LINE OF THE SW 1/4 SE 1/4 OF SECTION 18; THENCE S 89°50'33"E, 1320.08 FEET ALONG THE NORTH LINE OF THE SW 1/4 SE 1/4 OF SECTION 18; THENCE N 00°18'38"W, 1316.17 FEET ALONG THE WEST LINE OF THE NE 1/4 SE 1/4 OF SECTION 18; THENCE N 89°38'09"W, 2638.02 FEET ALONG THE EAST-WEST MIDSECTION LINE OF SECTION 18; THENCE N 00°03'51"W, 2638.93 FEET ALONG THE WEST LINE OF THE E 1/2 NE 1/4 OF SECTION 18 TO THE LINE COMMON TO SECTIONS 7 AND 18; THENCE N 00°08'52"E, 1333.27 FEET ALONG THE WEST LINE OF THE SE 1/4 SW 1/4 OF SECTION 7; THENCE N 89°38'02"W, 1648.98 FEET ALONG THE LINE COMMON TO GOVERNMENT LOTS 3 AND 4 TO A POINT ON THE WEST LINE OF SECTION 7; THENCE N 00°23'37"E, 1335.92 FEET ALONG THE WEST LINE OF SECTION 7 TO THE WEST 1/4 CORNER OF SECTION 7; THENCE N 00°01'39"E, 1590.00 FEET ALONG THE WEST LINE OF SECTION 7; THENCE N 89°16'15"E, 4795.08 FEET; THENCE S 37°45'45"E, 1344.27 FEET; THENCE S 59°16'58"E, 2438.37 FEET; THENCE S 10°52'54"E, 3362.31 FEET; THENCE S 89°40'43"E, 3218.43 FEET TO A POINT ON THE WEST LINE OF THE E 1/2 SE 1/4 OF SECTION 9; THENCE S 00°15'23"W, 1616.49 FEET ALONG THE WEST LINE OF THE E 1/2 SE 1/4 OF SECTION 9 TO THE LINE COMMON TO SECTIONS 9 AND 16; THENCE S 00°03'02"W, 852.38 FEET ALONG THE WEST LINE OF THE E 1/2 NE 1/4 OF SECTION 16 TO A POINT ON THE CENTERLINE OF AN EXISTING COUNTY ROAD; THENCE S 71°38'00"E, 91.82 FEET ALONG SAID ROAD CENTERLINE; THENCE S 29°32'00"E, 558.82 FEET ALONG SAID ROAD CENTERLINE; THENCE S 20°31'00"W, 342.89 FEET ALONG SAID ROAD CENTERLINE; THENCE S 19°00'00"E, 373.56 FEET ALONG SAID ROAD CENTERLINE; THENCE S 61°18'00"E, 716.35 FEET ALONG SAID ROAD CENTERLINE; THENCE S 23°27'00"E, 234.07 FEET ALONG SAID ROAD CENTERLINE; THENCE S 84°08'00"E, 140.40 FEET ALONG SAID ROAD CENTERLINE; THENCE S 42°02'00"E, 102.68 FEET ALONG SAID ROAD CENTERLINE; THENCE S 89°48'07"E, 132.15 FEET ALONG THE SOUTH LINE OF THE E 1/2 NE 1/4 OF SECTION 16 TO THE 1/4 CORNER COMMON TO SECTIONS 15 AND 16; THENCE S 00°03'48"W, 2618.22 FEET ALONG THE EAST LINE OF SECTION 16 TO THE POINT OF BEGINNING; CONTAINING 4000.0 ACRES, MORE OR LESS; BEING SURVEYED AND MONUMENTED IN ACCORDANCE WITH THIS RECORD OF SURVEY; SUBJECT TO ANY EASEMENTS OF RECORD AND OR APPARENT.

IN IDAHO	County of Idaho
Recorded at request of	<i>Alison</i>
at	<i>15 minutes past 4 o'clock P.M.</i>
this	<i>16th day of March, 1996</i>
ROSE E. GEHRING	
by	<i>Carol Hollman</i>
L.B. Co.	
244	

*P.2 B.15*  
*Whitford, ID*  
*83154*

EXHIBIT "A"

## BOUNDARY DESCRIPTIONS

Part of Sections 4, 5, 8, 9, and 10, Township 28 North, Range 1 East, B.M., Idaho County, Idaho,  
described as:

Commencing at the W 1/4 corner of said Section 3 and running thence: S 00°17'04" W 2636.86' along  
the section line to the SW corner of said Section 3; thence: S 89°55'31" E 1330.54' along the section  
line to the meander corner common to Sections 3 & 10; thence: S 04°12'00" E 46.86' along the  
meander line to a point on the west 1/16th line of said Section 10; thence: S 00°38'53" W 2609.19'  
along said west 1/16th line to the CW 1/16th corner of said Section 10; thence: N 89°42'49" W  
1330.40' along the east/west center line of said Section 10 to the W 1/4 corner of said Section 10;  
thence: N 88°59'52" W 1332.58' along the east/west center line of said Section 9 to the CE 1/16th  
corner of said Section 9; thence: S 00°40'21" W 1054.09' along the east 1/16th line of said Section 9  
thence: N 89°20'18" W 995.97'; thence: N 89°13'00" W 2221.73'; thence: N 80°04'27" W 1676.14';  
thence: N 80°50'18" W 1685.80'; thence: N 58°51'33" W 2837.82'; thence: N 57°20'09" W 389.84' to  
a point on the west section line of said Section 8; thence: N 00°50'43" E 1491.29' along the section  
line to the NW corner of said Section 8; thence: N 89°48'15" E 1400.00' along the section line; thence:  
S 9°17'09" E 4098.36'; thence: S 88°48'24" E 6146.51' to the point of beginning.

Parcel contains 1316.7 acres more or less.

**EXHIBIT "A"**  
**Legal Description**  
**For**

Twin River  
 Job No. 95607  
 October 23, 1996

Twin River Ranch, Phase III

Part of Section 5, 6 and 7 of Township 28 North, Range 1 East and Sections 31 and 32 of Township 29 North, Range 1 East, B.M. Idaho County, Idaho described as:

Commencing at the NW corner of said Section 6 and running thence S 89°52'30" E 2967.18 feet along the Section line to the North 1/4 corner of said Section 6; thence S 0°34'37" W 57.53 feet along the North-South centerline of said Section 6 to the centerline of the Doumecoq Road, said point being on a curve; thence in an easterly direction along said centerline through the following curves and straight line segments the following twenty-one (21) courses: (1) to the right 47.41 feet along said curve ( $\Delta = 15^{\circ}25'25"$  R = 176.12) chord bears N 89°02'52" E 47.27 feet to a point on a curve; thence (2) to the right along said curve 383.37 feet ( $\Delta = 3^{\circ}52'26"$  R = 5670.11) chord bears S 82°33'01" E 383.30 feet to a point on a curve; thence (3) to the right along said curve 374.64 feet ( $\Delta = 19^{\circ}59'11"$  R = 1074.00) chord bears S 72°40'13" E 372.75 feet to a point on a curve; thence (4) to the left along said curve 117.75 feet ( $\Delta = 67^{\circ}03'30"$  R = 100.60) chord bears S 89°32'59" E 111.14 feet; thence (5) N 48°31'50" E 53.53 feet to a point on curve; thence (6) to the right along said curve 258.82 feet ( $\Delta = 101^{\circ}10'26"$  R = 146.57) chord bears S 79°51'48" E 226.48 feet; thence (7) S 17°25'54" E 88.35 feet to a point on a curve; thence (8) to the left along said curve 188.16 feet ( $\Delta = 29^{\circ}14'10"$  R = 368.74) chord bears S 27°44'05" E 186.12 feet to a point on a curve; thence (9) to the right along said curve 178.56 feet ( $\Delta = 72^{\circ}02'24"$  R = 142.02) chord bears S 5°22'33" E 167.03 feet to a point on a curve; thence (10) to the left along said curve 178.56 feet ( $\Delta = 157^{\circ}24'05"$  R = 73.29) chord bears S 49°17'30" E 143.73 feet to a point on a curve; thence (11) to the left along said curve 170.52 feet ( $\Delta = 62^{\circ}28'59"$  R = 156.36) chord bears N 21°50'07" E 162.19 feet; thence (12) N 4°07'12" W 142.11 feet to a point on a curve; thence (13) to the right along said curve 110.15 feet ( $\Delta = 36^{\circ}56'33"$  R = 170.84) chord bears N 18°13'57" E 108.25 feet to a point on a curve; thence (14) to the left along said curve 220.00 feet ( $\Delta = 13^{\circ}57'14"$  R = 903.36) chord bears N 38°17'11" E 219.46 feet to a point on a curve; thence (15) to the left along said curve 179.64 feet ( $\Delta = 42^{\circ}20'11"$  R = 243.11) chord bears N 10°52'52" E 175.58 feet to a point on a curve; thence (16) to the right along said curve 178.16 feet ( $\Delta = 101^{\circ}23'20"$  R = 100.68) chord bears N 22°11'52" E 155.31 feet to a point on curve; thence (17) to left along said curve 187.24 feet ( $\Delta = 66^{\circ}31'48"$  R = 161.25) chord bears N 38°20'20" E 176.89 feet; thence (18) N 2°31'28" E 126.04 feet to a point on a curve; thence (19) to the right along said curve 212.44 feet ( $\Delta = 118^{\circ}03'09"$  R = 103.11) chord bears N

51°57'49" E 176.81 feet; thence (2) S 65°57'19" E 410.39 feet to a point on a curve; thence (21) to the left along said curve 343.01 feet ( $\Delta = 57°33'22"$ ,  $R = 341.45$ ) chord bears N 85°45'39" E 328.76 feet to the West line of said Section 32; thence N 0°21'24" E 3599.93 feet along said West line to the North 1/16 corner of said Section 32; thence S 89°20'48" E 2667.93 feet to the North center 1/16 corner of said Section 32; thence S 0°27'01" W 1334.81 feet along the North-South centerline through the Section to the Center of said Section 32; thence S 88°56'31" E 2658.89 feet along the East-West centerline through the Section to the East Quarter corner of said Section 32; thence S 0°23'22" W 1225.10 feet along the Section line to a point on a curve on the centerline of Post Pile Road thence along said centerline the following four (4) courses: (1) to the left along said curve 142.45 feet ( $\Delta = 6°55'11"$ ,  $R = 1179.52$ ) chord bears S 61°56'04" W 142.37 feet to a point on a curve; thence (2) to the right along said curve 286.71 feet ( $\Delta = 9°26'58"$ ,  $R = 1738.45$ ) chord bears S 64°23'36" W 286.39 feet to a point on a curve; thence (3) to the left along said curve 157.16 feet ( $\Delta = 98°26'38"$ ,  $R = 91.47$ ) chord bears S 12°33'50" W 138.53 feet; thence (4) S 44°17'24" E 376.31 feet to a point on a curve on the centerline of Doumeq Road; thence along said centerline the following twenty-three (23) courses: (1) to the right along said curve 131.52 feet ( $\Delta = 138°36'40"$ ,  $R = 54.37$ ) chord bears S 4°58'53" W 101.72 feet to a point on a curve; thence (2) to the right along said curve 316.55 feet ( $\Delta = 10°44'11"$ ,  $R = 1689.32$ ) chord bears S 85°57'10" W 316.09 feet to a point on a curve; thence (3) to the left along said curve 169.28 feet ( $\Delta = 56°57'34"$ ,  $R = 170.28$ ) chord bears S 64°08'28" W 162.40 feet to a point on a curve; thence (4) to the right along said curve 316.50 feet ( $\Delta = 3°38'20"$ ,  $R = 4983.66$ ) chord bears S 32°08'43" W 316.45 feet to a point on a curve; thence (5) to the left along said curve 208.50 feet ( $\Delta = 75°51'48"$ ,  $R = 157.47$ ) chord bears S 5°47'36" W 193.60 feet; thence (6) S 14°44'00" E 229.91 feet to a point on a curve; thence (7) to the right along said curve 359.26 feet ( $\Delta = 141°47'20"$ ,  $R = 145.18$ ) chord bears S 40°44'45" W 274.36 feet; thence (8) N 69°03'53" W 258.57 feet to a point on a curve; thence (9) to the left along said curve 193.13 feet ( $\Delta = 131°16'28"$ ,  $R = 84.29$ ) chord bears S 55°12'17" W 153.57 feet to a point on a curve; thence (10) to the left along said curve 825.19 feet ( $\Delta = 20°59'57"$ ,  $R = 2251.49$ ) chord bears S 7°13'34" E 820.58 feet to a point on a curve; thence (11) to the left along said curve 90.55 feet ( $\Delta = 2°18'16"$ ,  $R = 2251.49$ ) chord bears N 18°52'41" W 90.55 feet to a point on a curve; thence (12) to the right along said curve 215.74 feet ( $\Delta = 88°42'11"$ ,  $R = 139.35$ ) chord bears S 25°49'01" W 194.83 feet to a point on a curve; thence (13) to the right along said curve 97.47 feet to a point on a curve; thence (14) to the right along said curve 440.58 feet ( $\Delta = 27°29'28"$ ,  $R = 918.24$ ) chord bears S 85°56'27" W 436.37 feet; thence (15) N 87°45'06" W 158.71 feet to a point on a curve; thence (16) to the left along said curve 164.62 feet ( $\Delta = 146°17'47"$ ,  $R = 64.47$ ) chord bears S 34°52'40" W 123.40 feet; thence (17) S 34°48'57" E 381.97 feet to a point on a curve; thence (18) to the left along said curve 251.60 feet ( $\Delta = 27°01'49"$ ,  $R = 533.30$ ) chord bears S 47°06'56" E 249.27 feet to a point on a curve; thence (19) to the right along said curve 158.72 feet ( $\Delta = 30°01'34"$ ,  $R = 302.87$ ) chord bears S 56°25'46" E 156.91 feet to a point on a curve; thence (20) to the left along said curve 260.12 feet ( $\Delta = 7°30'56"$ ,  $R = 1983.53$ ) chord bears S 42°43'25" E 259.94 feet to a point on a curve; thence (21) to the right along said curve 258.06 feet ( $\Delta = 48°38'49"$ ,  $R = 303.94$ ) chord bears S 38°58'36" E 250.38 feet to a point on a curve; thence (22) to the left along said curve 251.99 feet ( $\Delta = 90°27'15"$ ,  $R = 159.62$ ) chord bears S 58°59'15" E 226.62 feet to a point on a curve; thence (23) to the right along said curve 52.91 feet ( $\Delta = 21°50'40"$ ,  $R = 138.77$ ) chord bears S 79°49'51" E 52.59 feet; thence S 49°17'09" W 4098.36 feet to the South line of said Section 5, thence S 89°48'15" W 1400.00 feet along said South line to the Southwest corner of said

Section 5; thence S  $0^{\circ}50'43''$  W 1491.29 feet along the Section line; thence N  $57^{\circ}20'09''$  W 899.41 feet; thence N  $57^{\circ}20'09''$  W 54.82 feet; thence S  $89^{\circ}41'34''$  W 4795.04 feet to the West line of said Section 7; thence N  $0^{\circ}25'40''$  E 1063.28 feet along said West line to the North-West corner of said Section 7; thence N  $0^{\circ}36'59''$  E 2657.60 feet along the Section line to the West Quarter corner of said Section 6; thence N  $0^{\circ}29'13''$  E 2657.27 feet along the Section line to the point of beginning

Excepting there from land shown as Heckman Ranches on the accompanying plat being the SW  $1/4$ , NE  $1/4$  of Section 6, Township 28 North, Range 1 East, B.M. Idaho County, Idaho.



490811

Instrument # 490811

IDAHO COUNTY, IDAHO,

7-22-2013 12:31:27 No. of Pages: 3

Recorded for : ROBIN LIPINSKI

KATHY M. ACKERMAN

Fee: 16.00

Ex-Officio Recorder Deputy

AMENDMENTS TO BYLAWS  
TWIN RIVER RANCH PROPERTY OWNERS ASSOCIATION

On the 22 day of JULY, 2013, the following amendments to the Bylaws of the Twin River Ranch Property Owners Association were adopted by a majority of the Board of Directors. This document replaces Instrument #482422 filed on January 17, 2012.

Article IV, Section 4 of the Bylaws for Twin River Ranch, dated June 3, 2003, is hereby amended and shall henceforth provide as follows:

With the resolution to provide a Code of Conduct (attached), to be executed and followed by each member of the Board of Directors, section 15 of this Code of Conduct will allow for the removal of any Director by a majority vote of the Board after three recorded instances of a violation of the Code.

and

Article IV, Section 2 of the Bylaws for Twin River Ranch, dated June 3, 2003, is hereby amended and shall henceforth provide as follows:

With the resolution to provide a Code of conduct (attached), to be executed and followed by each member of the Board of Directors, Section 1 of this Code of Conduct will state that Directors must be a member in good standing of the Association.

Dated this 22<sup>nd</sup> day of July, 2013.

TWIN RIVER RANCH PROPERTY OWNERS ASSOCIATION

By: [Signature]  
Robin Lipinski, President

Attest:

By: [Signature]  
Secretary

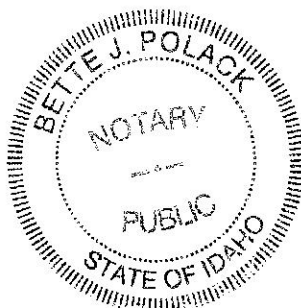
STATE OF IDAHO

)  
:SS

County of Idaho

On this 22<sup>nd</sup> day of July, 2013, before me personally appeared Robin Lipinski, to me known or identified to me to be the President of Twin River Ranch Property Owners Association, the corporation that executed the instrument, or the person who executed the instrument on behalf of said corporation, and acknowledge to me that such corporation executed the same.

In Witness Whereof I have hereunto set my hand and affixed my official seal the day and year first above written.



[Signature]  
Notary Public, in and for the State of Idaho,  
Residing at  
Manawille Id., therein.  
My Commission Expires: 4-6-2019