

**MINUTES OF ACTION TAKEN BY DIRECTORS OF  
CARRIAGEGATE HOME OWNER'S ASSOCIATION, INC.**

The undersigned, being all of the directors of CarriageGate Homeowners Association, Inc., an Idaho corporation, hereby makes the following resolution pertaining to action to be taken by the corporation:

RESOLVED, that McKay Christensen, be elected to serve as the President of the Corporation and Dean M. Mortimer be elected to serve as the Secretary and the Treasurer of the Corporation, which such parties shall serve as President, Secretary and Treasurer of the Corporation until they subsequently resign from such positions or until the directors of the Corporation appoint a new President, Secretary and/or Treasurer.

The foregoing resolution is hereby adopted by the undersigned as all of the directors of CarriageGate Homeowners Association, Inc. without the necessity of a meeting of the Board of Directors as provided by the Idaho Code.

Dated this 16 day of June, 2005.

  
\_\_\_\_\_  
McKay Christensen

  
\_\_\_\_\_  
Jennifer Christensen

  
\_\_\_\_\_  
Dean M. Mortimer

**ARTICLES OF INCORPORATION  
OF  
CARRIAGEGATE HOMEOWNERS ASSOCIATION, INC.**

The undersigned, acting as incorporator, in order to form a nonprofit corporation for the purposes hereinafter stated, pursuant to Chapter 3, Title 30 of the *Idaho Code* entitled "Idaho Nonprofit Corporation Act", does hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I**

The name of the corporation shall be CARRIAGEGATE HOMEOWNERS ASSOCIATION, INC.

**ARTICLE II**

The period of existence and duration of the life of this corporation shall be perpetual.

**ARTICLE III**

The corporation shall be a nonprofit membership corporation.

**ARTICLE IV**

The address of the corporation's initial registered office shall be 3688 Hampshire Court, Idaho Falls, Idaho 83404. The name of the corporation's initial registered agent at such address is McKay Christensen.

**ARTICLE V**

The names and address of the incorporator is:

Charles A. Homer  
HOLDEN, KIDWELL, HAHN & CRAPO, P.L.L.C.  
Post Office Box 50130  
Idaho Falls, Idaho 83405

## ARTICLE VI

Three (3) Directors shall constitute the initial Board of Directors of the corporation and the name and address of the persons who are to serve as Directors until the first annual meeting of the members or until their successors are elected and shall qualify are:

McKay Christensen  
3688 Hampshire Court  
Idaho Falls, Idaho 83404

Jennifer Christensen  
3688 Hampshire Court  
Idaho Falls, Idaho 83404

Dean M. Mortimer  
7403 South 1st East  
Idaho Falls, Idaho 83404

## ARTICLE VII

This corporation shall be the Association defined in the Declaration of Covenants, Conditions and Restrictions for the CarriageGate Subdivision, Bonneville County, Idaho (hereinafter collectively referred to as the “Declaration”). The words and terms defined in the Declaration shall have the same meaning and definition herein as contained in the definitions section of the Declaration, which definitions are incorporated herein by reference.

## ARTICLE VIII

The nature of the business and the object and purpose of this corporation shall be as follows:

A. The transaction of any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and the Idaho Nonprofit Corporation Act.

B. To form a corporation under Title 30, Chapter 3 of the *Idaho Code*, for the purpose of providing an owners association to which all owners of

residential lots located in CarriageGate Subdivision, Bonneville County, Idaho, shall belong for the purpose of maintaining and creating an environment that will provide maximum opportunity for the orderly use and development of all phases of CarriageGate Subdivision.

C. To form an Association in which the rights, privileges, burdens, responsibilities and interests of all members shall be based upon the ownership of residential lots in all phases of CarriageGate Subdivision. This corporation shall have all powers incidental to a corporate structure except as its powers are restricted in the Declaration.

D. To receive and accept and to be obligated to receive and accept from various parties grants of right, title and interest in Association property, to assume the functions and obligations imposed upon the Association property as provided for under the Declaration. All Association property, both real and personal, received and accepted by the corporation shall be held for the benefit and use of the members of the corporation.

E. The corporation shall have the power to levy regular or special assessments to fulfill the obligations and purposes set forth in these Articles of Incorporation and the Declaration.

## **ARTICLE IX**

No dividend shall be paid and no part of the income of the corporation shall be distributed to its members, directors, or officers. The corporation may pay compensation in a reasonable amount to its members, directors or officers for services rendered, and upon dissolution or final liquidation may make distributions to its members, as allowed pursuant to the terms of the Idaho Nonprofit Corporation Act.

## **ARTICLE X**

A. Each owner of a residential lot in CarriageGate Subdivision, Bonneville County, Idaho, by virtue of being such an owner and for so long as he/she is such an owner, shall be deemed a member of the Association. The Association membership of each owner shall be appurtenant to a residential lot for which it is issued in CarriageGate Subdivision and such membership shall not be transferred, pledged or alienated in any way except upon the transfer of title to said lot, and then only to transferees of title to said lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to said lot shall operate automatically to transfer said membership to the new owner thereof.

B. (1) Every member shall be entitled to one vote for each residential lot owned.

(2) The vote for each such lot shall, if at all, be cast as a unit, and fractional votes shall not be allowed. In the event that joint owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any owner casts a vote representing a certain lot, it will thereafter be conclusively presumed for all purposes that he or they were acting with the authority and consent of all other owners of the same lot.

(3) The right to vote may not be severed or separated from the ownership of the lot to which it is appurtenant, except that any owner may give a revocable proxy, or may assign his/her right to vote for the term of a lease or deed of trust, and any sale, transfer or conveyance of such lot to a new owner or owners shall operate automatically to transfer the appurtenant vote to the new owner, subject to any assignment of the right to vote to a lessee or beneficiary as provided herein.

#### ARTICLE XI

Each member shall be liable for payment of all regular and special assessments provided for in the Declaration and for payment and discharge of the liabilities of the corporation as provided in the Declaration and Bylaws of the corporation.

DATED this \_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
Charles A. Homer, Incorporator

**BYLAWS**  
**OF**  
**CARRIAGEGATE HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

Declaration of Covenants

All Declarations of Covenants, Conditions and Restrictions for CarriageGate Subdivision, Bonneville County, Idaho (hereinafter collectively referred to as the “Declaration”) are hereby incorporated and made a part of these Bylaws by reference.

ARTICLE II

Membership and Voting

Section 1. A residential subdivision has been or will be platted for CarriageGate Subdivision in Bonneville County, Idaho (“CarriageGate Subdivision”).

Section 2. Each owner of a residential lot in CarriageGate Subdivision by virtue of being such an owner and for so long as he is such an owner shall be deemed a member of the Association. The Association membership of each owner shall be appurtenant to said lot and shall not be transferred, pledged or alienated in any way except upon the transfer of title to said lot, and then only to the transferee of title to said lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to said lot shall operate automatically to transfer said membership to the new owner thereof.

In the event of dispute as to membership, the membership shall be determined based on the ownership of such lot as shown in the public records of the County of Bonneville, State of Idaho.

The name, names or entity under which membership appears on the books and records of the corporation shall be maintained until such time as satisfactory evidence of a change in membership is presented to the secretary.

Section 3. (a) Each member shall be entitled to one (1) vote for each lot owned.

(b) The vote for each such lot shall, if at all, be cast as a unit, and fractional votes shall not be allowed. In the event that joint owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any owner casts a vote representing a certain lot, it will thereafter be conclusively presumed for all purposes that he or they were acting with the authority and consent of all other owners of the same lot.

(c) The right to vote may not be severed or separated from the ownership of the lot to which it is appurtenant, except that any owner may give a revocable proxy, or may assign his right to vote for the term of a lease or deed of trust, and any sale, transfer or conveyance of such lot to a new owner or owners shall operate automatically to transfer the appurtenant vote to the new owner, subject to any assignment of the right to vote to a lessee or beneficiary as provided herein.

### ARTICLE III

#### Offices

Section 1. The principal office of the corporation shall be at 3688 Hampshire Court, Idaho Falls, Idaho 83404, and such office shall be the registered office of the corporation within the state.

Section 2. The corporation may also have offices at such other places within or without the State of Idaho as the Board of Directors from time to time may appoint, or the business of the corporation may require.

### ARTICLE IV

#### Member's Meeting

Section 1. All meetings of the members shall be held at such place as shall be determined from time to time by the Board of Directors, and the place at which such meeting shall be held shall be stated in the notice and call of the meeting.

Section 2. The annual meeting of the members shall be held on the first Monday of August of each year, if not a legal holiday, but if a legal holiday, then on the

next succeeding business day. At this meeting the directors for the ensuing year shall be elected, the officers of the corporation shall present their annual reports and such other business may be transacted as may come before the meeting. If the annual meeting of the members be not held as herein provided, then election of directors may be held at any meeting thereafter called pursuant to these Bylaws.

The candidates, to the number to be elected, receiving the highest number of votes, shall be elected.

Section 3. At each regular or special members' meeting each member shall be entitled to one vote, either in person or by proxy.

Section 4. Each member entitled to vote may be represented at any regular or special meeting of members by a duly executed proxy which shall be in writing and properly signed, but shall require no other attestation. No proxy shall be recognized unless executed within eleven months of the date of the meeting at which it is presented.

Section 5. Special meetings of the members may be held whenever called by the Board of Directors, or by a majority of the members thereof, or by the President, and shall be called by the President or Vice-President upon the request in writing of twenty percent (20%) of the members. Calls for special meetings shall state the time, place and object or objects thereof, and no business other than that specified in the call shall be considered at such meeting.

Section 6. A written or printed notice of every regular or special meeting of members stating the time and place, and in case of special meetings, the objects thereof, shall be given to each member. Such notice shall be mailed at least fifteen (15) days before the date of any such meeting.

Notice of the time, place and purpose of any meeting of the members shall not be required to be given to any member who shall attend such meeting, in person or by proxy; or to any member who shall waive notice of any members' meeting, in writing or by telefax, filed with the records of the meeting, either before or after the holding thereof. No notice of an adjourned meeting of the members needs to be given.

Section 7. Except as may otherwise be provided by law, or in the Articles of Incorporation, a quorum at any annual or special meeting of members shall consist of members holding twenty-five percent (25%) of the membership outstanding and entitled to vote thereat, represented either in person or by proxy. When a quorum is present at any meeting, a majority of the membership represented thereat shall decide any question brought before such meeting, unless otherwise expressly provided by law. In the absence



of a quorum those present may adjourn the meeting to another day, but until a quorum is secured no business may be transacted; provided, however, that in case of any meeting called for the election of directors those who attend the second of such adjourned meetings, although less than a quorum, shall, nevertheless, constitute a quorum for the purpose of electing directors. At any adjourned meeting when a quorum is present any business may be transacted which would have been proper at the original meeting.

Section 8. The President, or in his absence, the Vice-President, shall preside at all meetings of the members. In the absence of both the President and Vice-President those present and entitled to vote at the meeting shall elect a presiding officer.

Section 9. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, in accordance with the applicable provisions of the Idaho Code.

## ARTICLE V

### Board of Directors

Section 1. Unless otherwise provided by the Declaration, the management of all the affairs, property and interest of the corporation shall be vested in a Board of Directors, consisting of three (3) members which is referred to as the Management Committee in the Declaration. The first Board of Directors shall be named in the Articles of Incorporation and shall serve until the first annual meeting of members or until his successor shall have been elected and qualify. Unless otherwise provided for in the Declaration, at the first annual meeting of the members, the Board of Directors shall be elected by a plurality vote, and shall hold office until their successors are elected and qualify. Directors need not be members. Any contrary provisions in the Declaration pertaining to the appointment or election of the Board of Directors shall take precedence over these Bylaws.

In addition to the powers and authorities by the Bylaws and the Articles of Incorporation expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members.

Section 2. The number of directors may at any time be increased or decreased by the members at any regular or special meeting, or by the directors at any regular or

special meeting if notice of such meeting contains a statement of the proposed increase or decrease; and, in case of any such increase, the members or directors at any regular or special meeting shall have power to elect any additional directors to hold office until the next annual meeting of the members and until their successors are elected and qualified.

Section 3. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the majority vote of the remaining director or directors, even though less than a quorum, at any regular or special meeting. A director thus elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified. Any directorship to be filled by reason of an increase in the number of directors shall be filled by an election at an annual meeting or at a special meeting of the members called for that purpose.

Section 4. The Board of Directors shall hold its meetings at such place or places, within or without the State of Idaho, as the Board from time to time by resolution may determine. Meetings of directors may be held at any time or place upon written or telefaxed consent or waiver of notice from all directors.

Section 5. Special meetings of the Board of Directors may be called at any time by the President, or in his absence or disability by the Vice-President, or by any two directors, such call stating the time and place of such meeting, and the purposes for which it is to be held.

Section 6. The Secretary shall notify each member of the Board of all special meetings giving the time, place and object or objects thereof. Notice shall be mailed not less than ten (10) days before the date of any such meeting. No business shall be transacted at such special meeting except such as shall be indicated in the notice thereof. The notice for special meetings of directors, called by two of the directors, as provided in Section 5 of this Article, may be issued by such directors.

Notice of any meeting of the Board of Directors need not be given to any director if he shall attend such meeting or shall waive such notice in writing or by telefax, filed with the records of the meeting either before or after the holding thereof. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all the directors shall be present thereat. Any business may be transacted at any meeting at which every director is present, though without any notice.

Section 7. A majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of business, and a majority of the members in attendance at any Board meeting shall, in the presence of a quorum, decide its action, except as otherwise provided in these Bylaws or in the Articles of Incorporation, or as

required by law; provided, however, that after resignation of more than a majority of the directors, the remaining directors, although less than a quorum, may meet and fill vacancies as hereinabove provided.

Section 8. No stated salary shall be paid directors, as such, for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board of Directors; provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.

## ARTICLE VI

### Officers

Section 1. The officers of the corporation shall be a President, one Vice-President if the Board decides to elect any such Vice-President, a Secretary and a Treasurer, who shall be elected for a term of one year by the Directors at their first meeting after each annual meeting of the members. If the election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. The President and Vice-President shall be elected from among the Directors. At the discretion of the Board, any two or more offices may be held by the same person, except the offices of President and Secretary. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

The Board of Directors may elect such other officers and appoint such agents as it may deem necessary or expedient, to hold office during its pleasure and to have such authority and perform such duties as shall be prescribed from time to time by the Board.

Section 2. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all

duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the 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 restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 4. The secretary shall: (a) keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporation records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the mailing address of each member which shall be furnished to the secretary by such member; (e) have general charge of the membership transfer books of the corporation; and (f) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 5. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys 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 Bylaws; and (b) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6. The assistant treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the President or the Board of Directors.

Section 7. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

Section 8. Any officer or agent elected or appointed by the Board of Directors may be removed by the affirmative vote of a majority of the whole Board of Directors, with or without cause, whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 9. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 10. In case of the absence or inability to act of any officer of the corporation and of any person herein authorized to act in his place, the Board of Directors from time to time may delegate the powers and duties of such office to any other officer, or to any director or to any other person whom they may select.

## ARTICLE VII

### Finance

The money of the corporation shall be deposited in the name of the corporation in such depository or depositories as may be designated by the Board of Directors, and shall be withdrawn therefrom only by checks signed by the officer or officers designated by resolution of the Board of Directors.

## ARTICLE VIII

### Books and Records

The books, accounts and records of the corporation, except as may be otherwise required by the laws of the State of Idaho, may be kept at such place or places as the Board of Directors from time to time may designate. The Board of Directors shall determine whether and to what extent the accounts, books and records of the corporation, or any of them, shall be open to the inspection of the members, and no member shall have any right to inspect any account, book or record of the corporation, except as conferred by law or by resolution of the members or directors.

## ARTICLE IX

### Notices

Section 1. Notice to any director, officer or member, (whether required by state law or these Bylaws) may be given by mail to such person, postage prepaid, at his or her last known mailing address, by telefax to a designated number, or by personal service. Notice shall be effective as of the time when the notice is mailed, the time the telefax is sent, or the time it is personally delivered to such person.

Section 2. A waiver of any notice in writing signed by a member, director or officer, or by telefax, whether before or after the time stated in said waiver for holding a meeting, shall be deemed equivalent to a notice required to be given to such person.

## ARTICLE X

### Amendment

Any and all provisions of the Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, at any annual members' meeting, or at any special meeting of the members called for that purpose, by a vote representing a majority of the membership, or by the written consent duly acknowledged in the same manner as conveyances of real estate are required by law to be acknowledged of the holders of a majority of the membership, which written consent may be in one or more instruments. Any and all provisions of the Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by the Board of Directors by majority vote.

## ARTICLE XI

### Indemnification

Each Director and officer of the Corporation now or hereafter serving as such, shall be indemnified and held harmless by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as a Director or officer of the Corporation, except for claims and liabilities arising out of said Director's purposeful misconduct or gross negligence.

**CERTIFICATION**

The undersigned, being all of the directors of **CARRIAGE GATE HOMEOWNERS ASSOCIATION, INC.**, do hereby certify that the above and foregoing Bylaws were duly and regularly adopted as the Bylaws of said corporation by the written assent of all of the directors and that said Bylaws as copied and transcribed above are true and correct.

  
\_\_\_\_\_  
McKay Christensen

  
\_\_\_\_\_  
Jennifer Christensen

  
\_\_\_\_\_  
Dean M. Mortimer

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