

BYLAWS
OF
GLENBROOK TOWNHOMES OWNERS ASSOCIATION, INC.

ARTICLE I
GENERAL PLAN OF OWNERSHIP

Section 1. Name. The name of the corporation is GLENBROOK TOWNHOMES OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the Association shall be located in Ada County, Idaho.

Section 2. Bylaws Applicability. The provisions of those Bylaws are applicable to the subdivision of a development known as GLENBROOK TOWNHOMES (hereinafter called the "Properties"), a subdivision located in the City of Boise, State of Idaho, described in the Declaration of Covenants, Conditions and Restrictions for Glenbrook Townhomes, and the amendments and supplements thereto, recorded or to be recorded in the office of the County Recorder, Ada County, Idaho (the "Declaration").

Section 3. Personal Application. All present and future Members and their tenants, future tenants, employees, and any other person that might use the facilities owned and/or managed by the Association, in any manner, are subject to the regulations set forth in these Bylaws and in the Declaration.

Section 4. Membership. Every person or entity who is the record owner of a fee simple title to any Lot of the Properties (as defined in Article I, Section 2 of these Bylaws), whether one or more persons or entities, excluding those having such interest merely as security for the performance of an obligation, shall, by virtue of such ownership, be a Member of the Association. When more than one person holds such interest in any Lot, all such persons as a group shall be a Member. Such ownership shall be the sole qualification for membership, shall automatically commence upon a person becoming an owner, and shall automatically terminate and lapse when such ownership shall terminate or be transferred. Such termination, however, shall not relieve or release any such former Member from any liability or obligation incurred to, or in any way connected with, the Association during the period of such ownership, or impair any rights or remedies which the Association or other may have against such former Member arising out of ownership of a Lot or membership in the Association and the covenants and obligations incident thereto. The terms "Member" and "Owner" as used in these Bylaws shall be synonymous and shall refer to any person or entity that is a Member of the Association pursuant to this Section 4. Actions to be taken by the "Association" pursuant to these Bylaws shall mean actions to be taken by the Members

of the Association. Members shall ensure that their tenants, employees, guests, and any other person using the Properties and facilities managed by the Association through them shall comply with the rules and restrictions of these Bylaws, the Declaration, and otherwise adopted by the Association.

ARTICLE II

VOTING, MAJORITY OF DELEGATES, QUORUM, PROXIES

Section 1. Voting. Except as may otherwise be provided in the Declaration, each Member shall be entitled to one vote for each Lot owned by such Member.

Section 2. Majority of Delegates. As used in these Bylaws, the term "majority of Members" shall mean those Members representing fifty-one percent (51%) of the voting power of the membership in the Association.

Section 3. Quorum. Except as otherwise by provided in these Bylaws, the Articles of Incorporation or the Declaration, the presence in person or by proxy of the Members holding at least sixty percent (60%) of the voting memberships of the Association shall constitute a quorum of the membership. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 4. Proxies. Votes may be cast in person or by proxy. Proxies must be in writing and filed with the Secretary before the appointed time of each meeting. Every proxy shall be revocable at the pleasure of the Member who executed it, and shall automatically cease after completion of the meeting for which the proxy was filed, if filed for a particular meeting. In no event shall a proxy be valid after eleven (11) months from the date of its execution.

ARTICLE III

ADMINISTRATION

Section 1. Association Responsibilities. The Association shall have the responsibility of approving the annual budget, establishing and collecting all assessments, if any, and arranging for the management of same, pursuant to agreements containing provisions relating to duties, obligations, removal, and compensation of agents of the Association. Except as otherwise provided, decisions and resolutions of the Association shall require a vote or written consent of a majority of the Members of the Association.

Section 2. Place of Meetings. Meeting of the Association shall be held on the Properties, or such other suitable place close to the Properties as practicable in Ada County, as may be designated by the Board of Directors.

Section 3. Annual Meetings. Annual meetings of the Association shall be held in October of each year; provided, however, that the annual meeting may be held at such other date as is specified by the Board of Directors. At each annual meeting a Board of Directors shall be elected by vote of the Members. Directors shall be elected for a term of one (1) year beginning with the first annual meeting. The Members may also transact such other business of the Association as may properly come before them.

Section 4. Special Meetings. It shall be the duty of the President to call a special meeting of the Members, as directed by resolution of the Board of Directors, or upon a petition signed by a majority of Members, and having been presented to the Secretary. The notice of all regular and special meetings shall be given by regular mail or hand delivery to all Members not less than ten (10) days nor more than fifty (50) days prior to the time of each meeting, and shall state the date, hour and place of such meeting and the nature of the business to be undertaken. No business shall be transacted at a special meeting except as stated in the notice, unless by consent of the Members holding at least four-fifths (4/5) of voting membership of the Association, either in person or by Proxy.

Section 5. Notice of Meeting. It shall be the duty of the Secretary to mail a notice of each annual or special meeting, stating the purpose thereof, as well as the day, hour and place where it is to be held, to each Member of record, at least ten (10) days but not more than fifty (50) days prior to such meeting. The notice may set forth time limits for speakers and nominating procedures for the meeting. The mailing of a notice, postage prepaid, in the manner provided in this Section, shall be considered notice served, after said notice has been deposited in a regular depository of the United States mail. If no address has been furnished the Secretary, notice shall be deemed to have been given to a Member if posted in a conspicuous place on the Properties.

Section 6. Adjourned Meetings. If any meeting of Members cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may adjourn the meeting to a time not less than ten (10) days nor more than fifty (50) days from the time the original meeting was called, at which meeting the quorum requirement shall be the presence, in person or by proxy, of the Members holding at least sixty percent (60%) of voting membership in the Association. Such adjourned meetings may be held without notice thereof, as provided in this Article III, except that notices shall be given by announcement at the meeting at which such adjournment is taken. If a meeting is adjourned for more than fifty (50) days, notice of the adjourned meeting shall be given as in the case of an original meeting.

Section 7. Order of Business. The order of business at all meetings of the Members shall be as follows: (a) roll call to determine voting power represented at the meeting; (b) proof of notice of meeting or waiver of notice; (c) reading of minutes of preceding meeting; (d) reports of officers; (e) reports of committees; (f) election of Directors; (g) unfinished business; and (h) new business. Meetings of Members shall be conducted by the officers of the Association in order of their priority.

Section 8. Action Without Meeting. Any action which, under the provisions of the Idaho Nonprofit Corporation Act, may be taken at a meeting of the Members, may be taken without a meeting if authorized in writing signed by all of the Members who would be entitled to vote at a meeting for such purpose, and filed with the Secretary.

Section 9. Consent of Absentees. The transactions of any meeting of Members, either annual or special, however called and noticed, shall be as valid a though transacted at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if either before or after the meeting each of the Members not present in person or by proxy signed a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 10. Minutes. Presumption of Notice. Minutes or a similar record of the proceedings of meetings of the Members, when signed by the President or Secretary, shall be presumed truthfully to evidence the matters set forth therein. A recitation in the minutes of any meeting that notice of the meeting was property given shall be prima facie evidence that such notice was given.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number and Qualifications. The Properties, business, and affairs of the Association shall be governed and managed by a Board of Directors composed of at least three (3) persons, who need not be Members of the Association. Directors shall not receive any stated salary for their services as Directors; provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Association in some other capacity and receiving compensation therefor.

Section 2. Powers and Duties. The Board of Directors has the powers and duties necessary for the administration of the affairs of the Association, and may do all such acts and things as are not by law or by these Bylaws directed to be exercised and done exclusively by the Members. Provided, however, that the Board of Directors shall not enter into any service contract for a term in excess of one (1) year without the approval of a majority of Members, unless such contract contains reasonable provisions for cancellation (such as upon sixty (60) days written notice by the Association following one (1) year from the date of commencement of such contract).

Section 3. Special Powers and Duties. Without prejudice to such foregoing general powers and duties, and such powers and duties as set forth in the Declaration, the Board of Directors is vested with, and responsible for, the following powers and duties:

- (a) To select, appoint, and remove all officers, agents, and employees of the Association, to prescribe such powers and duties for them as may be

consistent with law, with the Articles of Incorporation, the Declaration, and these Bylaws; to fix their compensation and to require from them security for faithful service when deemed advisable by the Board.

- (b) To conduct, manage, and control the affairs and business of the Association, and to make and enforce such rules and regulations therefor consistent with the law, with the Articles of Incorporation, the Declaration, and these Bylaws, as the Board may deem necessary or advisable.
- (c) To change the principal office for the transaction of the business of the Association from one location to another within the County of Ada, State of Idaho, as provided in Article I hereof; to designate any place within said County for the holding of any annual or special meeting or meetings of Members consistent with the provisions of Article III, Section 2 hereof.
- (d) To borrow money and incur indebtedness for the purposes of the Association, and to cause to be executed and delivered therefor, in the Association's name, promissory notes, bond, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities therefor; subject, however, to the limitations set forth in the Articles of Incorporation and the Declaration.
- (e) To fix and levy, from time to time, regular and special Assessments upon the Members, as provided in the Declaration; to determine and fix the due date for the payment of such Assessments, and the date upon which the same shall be come delinquent; provided, however, that such Assessment shall be fixed and levied only to provide for the payment of expenses of the Association, and of the taxes and assessments upon real or personal property owned, leased, controlled, or occupied by the Association, or for the payment of expenses for labor rendered or materials or supplies used and consumed, or equipment and appliances furnished for the maintenance, improvement, or development of such property, or for the payment of any and all obligations in relation thereto, or in performing or causing to be performed any of the purposes of the Association for the general benefit and welfare of the Members, in accordance with the provisions of the Declaration. The Board of Directors is hereby authorized to incur any and all such expenditures for any of the foregoing purposes and to provide, or cause to be provided, adequate reserves for replacements as it shall deem to be necessary or advisable in the interest of the Association or welfare of the Members. The funds collected by the Board of Directors from the Members, allocable for replacement reserves, for maintenance, recurring less frequently than annually, and for capital improvements, shall at all times be held in trust for the Members and shall not be commingled with other Assessments collected from the Members. Such regular and special Assessments collected shall be fixed in accordance with the provisions of the Declaration. Should any Owner fail

to pay such Assessments before delinquency, the Board of Directors, in its discretion, is authorized to enforce the payment of such delinquent Assessments as provided in the Declaration.

- (f) To enforce the provisions of the Declaration covering the Properties, these Bylaws or other agreements of the Association.
- (g) To contract for and pay for casualty, blanket, liability, malicious mischief, vandalism, and other insurance, insuring the Members, the Association, the Board of Directors, and other interested parties, in accordance the provisions of the Declaration, covering and protecting against such damages or injuries as the Board deems advisable, which may include, without limitation, medical expenses of persons injured on the Properties, and to bond the agents and employees of any management body, if deemed advisable by the Board.
- (h) To maintain the grounds, yards, and landscaping of the Properties, and to maintain the exterior of the structures on the Properties, ~~including~~ painting and repair and replacement of exterior siding and roofing, and to contract and pay for such maintenance, repair, and replacements.
- (i) To delegate its powers according to the law and, subject to the approval of the Members, to adopt these Bylaws.
- (j) To grant easements where necessary for utilities and drainage facilities to serve the Properties.
- (k) To fix, determine, and name, from time to time, if necessary or advisable, the public agency, fund, foundation, or corporation which is then or there organized or operated for charitable purposes, to which the assets of the Association shall be distributed upon liquidation or dissolution, according to the Articles of Incorporation of the Association. The assets so distributed shall be those remaining after satisfaction of all just debts and obligations of the Association, and after distribution of all property held or acquired by the Association under the terms of a specific trust or trusts.
- (l) To adopt, amend, and repeal, by majority of vote of the Board, rules and regulations as to the Association deemed reasonable and necessary.

Section 4. Agents. The Board of Directors may employ for the Association one or more agents at a compensation established by the Board to perform such duties and services as the Board shall authorize, including, but not limited to, the duties listed in Section 3 of this Article IV.

Section 5. Election and Term of Office. At each annual meeting of the Members, new Directors shall be elected by a majority vote of the Members as provided in these Bylaws. In the event that an annual meeting is not held, or the Directors are not elected thereat, the Directors may be elected at any special meeting of the Members

held for that purpose. Each Director shall hold office until his successor has been elected or until his death, resignation, removal, or judicial adjudication of mental incompetence. Any person serving as Director may be re-elected, and there shall be no limitation on the number of terms during which he may serve.

Section 6. Books and Records. The Board of Directors shall cause to be maintained a full set of books and records showing the financial condition of the affairs of the Association in a manner consistent with generally accepted accounting principles. An annual operating statement reflecting income and expenditures of the Association shall be distributed to each Member within ninety (90) days after the end of each fiscal year, and to the first mortgagees who have in writing requested notice of Association proceedings.

Section 7. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Members of the Association shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected at the next annual meeting of the Members of the Association, or at a special meeting of the Members called for that purpose. A vacancy or vacancies shall be deemed to exist in case of death, resignation, removal, or judicial adjudication of mental incompetence of any Director, or in the case of Members failing to elect the full number of authorized Directors at any meeting at which such election is to take place.

Section 8. Removal of Directors. At any regular or special meeting of the Members duly called, any one or more of the Directors may be removed with or without cause by a majority of Members and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting. If any or all of the Directors are so removed, new Directors may be elected at the same meeting.

Section 9. Other Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, but at least two (2) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone, or electronic mail, at least three (3) days prior to the day named for such meeting.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the President, or, if he is absent or refuses to act, by the Vice President, or by any two (2) Directors. At least two (2) days notice shall be given to each Director, personally or by mail, telephone or telegraph, which notice shall state the time, place (as hereinabove provided) and the purpose of the meeting. If served by mail, each notice shall be sent, postage prepaid, to the address reflected on the records of the Association, and shall be deemed given, if not actually received earlier, at 5:00 o'clock p.m. on the second day after it is deposited in a regular depository of the United States mail, as provided herein. Whenever any Director has been absent from any special meeting of the Board, an entry in the minutes to the effect that notice was duly given

shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such Director, as required by law and as provided herein.

Section 11. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may in writing waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs such a written waiver of notice, a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the records of the Association or made a part of the minutes of the meeting.

Section 12. Quorum and Adjournment. Except as otherwise expressly provided herein, at all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 13. Action Without Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the vote or written consent of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 14. Fidelity Bonds. The Board of Directors may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Association.

Section 15. Committees. The Board of Directors may, from time to time, designate such committees as it shall desire, and may establish the purposes and powers of each such committee created. Such committees shall provide reports as requested by the Board and shall serve for a term deemed appropriate by the Board.

ARTICLE V

OFFICERS

Section 1. Designation. The principal officers shall be a President, Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Members. The Board of Directors may appoint an Assistant Treasurer and an Assistant Secretary,

and such other officers as in their judgment may be necessary. Officers other than the President need not be Directors. One person may hold two or more offices, except those of President and Secretary.

Section 2. Election of Officers. The officers of the Association shall be elected annually by the Members at the annual meeting of the Members at the time the Members elect the new Board of Directors, and each officer shall hold his office at the pleasure of the Members, until he shall resign or be removed or otherwise disqualified to serve or his successor shall be elected and qualified to serve.

Section 3. Removal of Officers. Upon an affirmative vote of a majority of the Members, any officer may be removed, either with or without cause, and his successor elected at any meeting of the Members called for such purpose. Any officer may resign at any time by giving written notice to the other members of the Board. Any such resignation shall take effect on the date of receipt of such notice, or at any later time specified therein; and unless otherwise specified in said notice, acceptance of such resignation by the Board shall not be necessary to make it effective.

Section 4. Compensation. Officers, agents, and employees shall receive such reasonable compensation for their services as may be authorized or ratified by the Members. Appointment of any officer, agent, or employee shall not of itself create contractual rights of compensation for services performed by such officer, agent, or employee.

Section 5. President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of the President of a nonprofit corporation, including, but not limited to, the power, subject to the provisions of Article IV, Section 16, to appointment committees from among the Members, from time to time, as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Association. The President shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business of the Association. The President shall be ex officio a member of all standing committees, and he shall have such other powers and duties as may be prescribed by the Board of Directors of these Bylaws of the Association.

Section 6. Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent, disabled, or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appointment some other member of the Association to do so on an interim basis. The Vice President shall also perform such other duties as shall, from time to time, be imposed upon him by the Board of Directors or by these Bylaws of the Association.

Section 7. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Association at the

principal office of the Association, or such other place as the Board of Directors may order. The Secretary shall have charge of such books and papers as the Board of Directors may direct; and the Secretary shall, in general, perform all the duties incident to the office of Secretary. The Secretary shall give, or cause to be given, notices of meetings to the Members of the Association and of the Board of Directors required by these Bylaws or by law to be given. The Secretary shall perform such other duties as may be prescribed by the Board of Directors of these Bylaws.

Section 8. Treasurer. The Treasurer shall have responsibility for Association funds and securities, and shall be responsible for keeping, or causing to be kept, full and accurate accounts of the property owned by the Association, tax records, and business transactions of the Association, including accounts of all assets, liabilities, receipts, and disbursements in books belonging to the Association. The Treasurer shall maintain a book of record Members, listing the names and addresses of the Members as furnished to the Association, and such books shall be changed only at such time as satisfactory evidence or a change in ownership of a Lot is presented to the Treasurer. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association, in such depositories as may, from time to time, be designated by the Board by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors in accordance with the Declaration, shall render to the President and Directors upon request, an account of all of his transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

ARTICLE VI

OBLIGATIONS OF MEMBERS

Section 1. Assessments.

- (a) All Members are obligated to pay, in accordance with the provisions of the Declaration, all Assessments imposed by the Association, to meet all expenses of the Association, which may include, without limitation, a liability insurance policy premium and an insurance premium for a policy to cover repair and reconstruction work in case of hurricane, fire, earthquake, or other hazard, as more fully provided in Article IV, Section 3 of these Bylaws.

Except as otherwise provided in the Declaration with respect to the collection of special Assessments, the Assessments shall be made equally per Lot for all Members of the Association obligated to pay such Assessment.

- (b) All delinquent Assessments shall be enforced, collected, or foreclosed in the manner provided in the Declaration.

Section 2. Alterations and Repairs. As further provided in the Declaration, all plans for alterations and repair of improvements on the Property must receive the prior written consent of the Board acting as the Architectural Committee. The Board, acting as the Architectural Committee, shall establish reasonable procedures for the granting and denial of such approval, in accordance with the Declaration.

Section 3. Liability for Damages. Neither the Association nor its Directors or officers shall be liable or responsible for the destruction or the loss of or damage of any kind to the Lot or any real or personal property of any Member or the guest or tenant of any Member, visitor, or other person. Each Member shall be responsible for insuring, or requiring their tenant to insure, their own Lot, improvements, and real and personal property against destruction, loss, and damage.

Section 4. General Liability Insurance. In addition to any general public liability insurance maintained by the Association to cover the Properties and the facilities managed by the Association, each Member shall maintain general liability insurance, through an insurer of the Member's choice, in the amount of \$300,000 or more per occurrence. Such insurance maintained by the Member shall also cover the Member's tenant as an insured, unless the Member requires the tenant to maintain such insurance. Each Member shall provide to the Board of Directors of the Association prior to December 31, 2005, and annually thereafter at the annual meeting of the Members, a certificate of insurance demonstrating that the Member (and its tenant, if applicable) is in compliance with this requirement. If any Member fails to provide such insurance, the Association may obtain such insurance for and in the name of the defaulting Member and shall impose the amount of the premium and any other related costs on the defaulting Member as an additional Assessment in accordance with these Bylaws.

ARTICLE VII

AMENDMENTS TO BYLAWS

These Bylaws may be amended by the Association in a duly constituted meeting of the Members for such purpose as provided in the Articles of Incorporation. No amendment to these Bylaws shall take effect unless approved by at least a majority of the Members, or such other percentage as herein otherwise provided.

ARTICLE VIII

MEANING OF TERMS

All terms appearing herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration and Articles of Incorporation.

ARTICLE IX

CONFLICTING PROVISIONS

In case any of these Bylaws conflict with any provisions of the laws of the State of Idaho, such conflicting Bylaws shall be null and void upon final court determination to such effect, but all other Bylaws shall remain in full force and effect. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Board of Directors, with the written approval of a majority of Members, may authorize the Association to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, a present or former director, officer, or employee of the Association in an action brought by a third party against such person, whether or not the Association is joined as a party defendant, to impose a liability or penalty on such person for an act alleged to have been committed by such person while a director, officer, or employee; provided, the Board of Directors determines in good faith that such director, officer, or employee was acting in good faith within what he reasonably believed to be the scope of his employment or authority and for a purpose which he reasonably believed to be in the best interests of the Association and its Members. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or threatened action. The provisions of this Section shall apply to the estate, executor, administrator, heirs, legatees, or devisees of a director, officer, or employee, and the term "person," where used in the foregoing section, shall include the estate, executor, administrator, heirs, legatees, or devisees of such person.

ARTICLE XI

MISCELLANEOUS

Section 1. Checks, Drafts, and Documents. All checks, drafts, or other orders for payment of money, notes, or other evidences, if indebtedness issued in the name of or payable to the Association, shall be signed or endorsed by such person or persons, in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 2. Execution of Documents. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent, or employee shall

have the power or authority to bind the Association by any contract or engagement, or to pledge its credit or to render it liable for any purpose or in any amount.

Section 3. Inspection of Bylaws. The Association shall keep in its office, for the transaction of business, the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Members at all reasonable times during office hours.

Section 4. Fiscal Year. The fiscal year of the Association shall be determined by the Board of Directors, and having been so determined, is subject to change from time to time, as the Board shall determine.

Section 5. Membership Book. The Association shall keep and maintain in its office for the transaction of business a book containing the name and address of each Member. Termination or transfer of ownership of any Lot by a Member shall be recorded in the book, together with the date on which such ownership was transferred, and the new Member shall be incorporated into the book, in accordance with the provisions of the Declaration and the Articles of Incorporation.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of GLENBROOK TOWNHOMES OWNERS ASSOCIATION, INC., an Idaho non-profit corporation; and

2. The foregoing Bylaws constitute the Bylaws of GLENBROOK TOWNHOMES OWNERS ASSOCIATION, INC., and were duly adopted by the Board of Directors pursuant to that "Glenbrook Townhomes Owners Association, Inc. Directors Organization Certificate," dated the 25th day of October 2005.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and attest the act of this Corporation this 25th day of October 2005.



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GLENBROOK TOWNHOMES OWNERS ASSOCIATION, INC.

DIRECTORS' ORGANIZATION CERTIFICATE

The undersigned hereby certify as follows:

1. They are all of the members of the initial board of directors of Glenbrook Townhomes Owners Association, Inc., an Idaho nonprofit corporation (hereinafter called the "Corporation"), entitled to vote with respect to the subject matter hereof.

2. The following resolutions are consented to by the undersigned as such directors as and for their acts and the acts of the Corporation, as provided in accordance with the provisions of the Idaho Nonprofit Corporation Act:

RESOLVED, that the file-stamped copy of the Articles of Incorporation of the Corporation be inserted in the Corporation's minute book; and

RESOLVED, that the incorporator of the Corporation, Connie J. Dart, be, and is hereby, forever discharged and indemnified by the Corporation from and against any expense or liability actually incurred by such person, by reason of having been incorporator of the Corporation; and

RESOLVED, that the proposed Bylaws in the form and with the content attached hereto and incorporated herein by this reference be and the same are approved, adopted, and confirmed as the Bylaws of the Corporation; and

RESOLVED, that the following individuals are hereby elected to hold the offices set forth opposite their respective names until their respective successors shall be elected or appointed and shall qualify:

President	Kathryn H. Hartley
Vice President	David A. Harris
Secretary	Connie J. Dart
Treasurer	Tawny Aldrich

and

RESOLVED, that the number of members of the Board of Directors of the Corporation shall, until otherwise prescribed by a resolution of the Board of Directors, be four (4); and

RESOLVED, that Home Federal is hereby designated and appointed as the corporate bank, and the Treasurer of the Corporation is hereby directed to open a corporate checking account with that bank. Corporate checks may be signed by the Treasurer, or other delegated officer; and

RESOLVED, that the Corporation's fiscal year be the calendar year; and

RESOLVED, that the officers of the Corporation are authorized and empowered by the Corporation to perform any and all acts and things and to execute any and all instruments, documents, or contracts necessary to accomplish the corporate purposes, including but not limited to all documents necessary to the transaction of business by the Corporation in Idaho; and

RESOLVED, that the primary goal of the Corporation shall be to manage, and maintain the common areas of the Glenbrook Townhouses Subdivision, a residential subdivision in Ada County, Idaho for the common use and enjoyment of the members of the Corporation; that in conjunction with this goal, the Corporation shall establish a principal place of business in Idaho, and shall do any and all other acts reasonably necessary to become fully operational to do business in the state of Idaho, and in conjunction with said goal, the President shall be, and is hereby, fully authorized to enter into such negotiations and contracts on behalf of the Corporation for matters as may be necessary and appropriate to establish the business of the Corporation in Idaho, pursuant to said goal of the Corporation as it may be developed from time to time; and

RESOLVED, that this Certificate be inserted in the Corporation's minute book.

3. The undersigned have executed this Certificate as of this 25th day of October 2005.

Kathryn H. Hartley
Kathryn H. Hartley

David A. Harris
David A. Harris

Connie J. Dart
Connie J. Dart

Tawny Aldrich
Tawny Aldrich

BEING ALL THE DIRECTORS OF THE CORPORATION

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CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of GLENBROOK TOWNHOMES OWNERS ASSOCIATION, INC., an Idaho non-profit corporation; and

2. The foregoing Bylaws constitute the Bylaws of GLENBROOK TOWNHOMES OWNERS ASSOCIATION, INC., and were duly approved, adopted, and ratified by the Members of the Glenbrook Townhomes Owners Association, Inc. on the 13th day of November 2005.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and attest the act of this Corporation this 13th day of November 2005.

Connie Hart

**GLENBROOK TOWNHOMES OWNERS ASSOCIATION
BOARD OF DIRECTORS RESOLUTION 1
OCTOBER 8, 2012**

Resolve: It has been resolved that the Association Board of Directors for Glenbrook Townhomes Owners Association has voted and approved the following resolution:

Article IV. Special Powers & Duties
Section 3, Paragraph H., Subject – Maintenance, Page 6

To maintain grounds, yards, and landscaping of the Properties, and to maintain the exterior of the structures on the properties to include only painting and repairs and replacement of exterior siding and roofing, and to contract and pay for such maintenance, repair and replacement.