

**BYLAWS
OF
ASHLAND PLAZA SUBDIVISION ASSOCIATION, INC.**

I.

PRINCIPAL BUSINESS OFFICE

The principal business office of the Association in the State of Idaho shall be located in Ada County, ID. The Association may have such other offices as the Board of Directors may from time to time designate.

II.

DEFINITIONS

2.1 “Association” shall mean and refer to the Ashland Plaza Subdivision Association, Inc., a non-profit corporation organized under the laws of the State of Idaho, as established by the Articles pursuant to the Declaration (Article I, Section 1.06 as amended), its successors and assigns.

2.2 “Articles” shall mean the Articles of Incorporation of Ashland Plaza Subdivision Association, Inc., filed February 17, 2016.

2.3 “Declaration” shall mean and refer to the Declaration of Covenants, Conditions, Restrictions and Easements for Ashland Plaza Subdivision (Office Buildings), recorded October 16, 2001 in the Records of Ada County as Instrument 101107303, as it may be amended and updated from time to time.

2.4 “Member” shall mean and refer to those persons defined as an “Owner” in Article I, Section 1.05 of the Declaration. The acquisition of any of the Lots of the Property will signify that the Member accepts, ratifies and agrees to comply with these bylaws.

2.5 Other Terms. Any other capitalized terms or terms requiring construction shall be defined by the Declaration.

III.

MEMBERS

1. Eligibility for Membership and Votes: Each Member shall be entitled to vote weighted according to the common area percentage of the Member’s interests.

2. Annual Meetings: An annual membership meeting shall be held once each calendar year on a date and at such location as fixed by the Board of Directors of the Association.

2.1 Notice of Meetings: Written notice of the time and place of any Member meeting shall be given to each Member, by regular United States Mail, at the last address of such Member as shown on the books and records of the Association, not less than thirty (30) days prior to the date of such meeting. Members may, at the Board's discretion, elect to receive their notices through electronic communication, rather than regular postal delivery. Notice of such meetings may also be posted by the Board of Directors online and in public locations throughout the Subdivision.

3. Special Meetings: Unless otherwise stated in the Declaration, special meetings of the membership may be held at any time upon request of any member of the Board of Directors, or upon a petition signed by Members who are entitled to vote one-fourth (1/4) of all the votes of the Association. Any such request shall state the purpose for which the special membership meeting is being held. 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 the voting power in the Association, either in person or by proxy. The Board of Directors shall establish the time and location of the special meeting. Written notice of the time and place of a special membership meeting shall be given to each Member as set forth in Section 2.1, above, and shall include a statement of the purpose of the meeting.

4. Other Provisions Relating to Meetings: Membership meetings may also be called and held in any manner prescribed or permitted by the Idaho Code, as the same may be amended from time to time.

5. Voting: Voting rights, and qualifications for voters, at any annual or special membership meeting, shall be as set forth in the Articles of Incorporation and Declaration. Votes may be cast in person or by proxy.

5.1 Proxies. Proxies must be in writing and filed with the Secretary at least twenty-four (24) hours before the appointed time of each meeting to allow time for verification. Every proxy shall be revocable at the pleasure of the Member who executed the proxy and shall automatically be terminated at any meeting attended by the executing member, or shall 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. All co-owners of a single Lot may collectively cast only the single vote allowed to their Lot, in the manner determined by a majority in interest of such co-owners.

6. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, ten percent (10%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or by these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote at such meeting shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

7. Action Taken Without a Meeting. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, shall be signed by persons representing 20% of the total possible votes with respect to the subject matter thereof.

8. Minutes, Presumption of Notice. Minutes or a similar record of the proceedings of meetings, 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 properly given shall be prima facie evidence that such notice was given.

IV.

BOARD OF DIRECTORS

1. Number and Qualifications: The property, business and affairs of the Association shall be governed and managed by a Board of Directors composed as defined in Article III, Section 3.01 of the Declaration as amended. All Directors shall be Members of the Corporation.

2. Election; Term of Office: Directors shall be elected in an annual or special membership meeting called for that purpose, and in the manner as set forth in the Articles of Incorporation. Directors shall serve a term of office as defined in Article III, Section 3.01 of the Declaration as amended.

3. Meetings: Regular meetings of the Board of Directors shall be held as determined from time to time by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by any members thereof, upon not less than five (5) days advance notice to each of the other members.

3.1 Meeting Notice: Meeting notice to directors shall be sufficiently given when mailed, postage fully paid, to the last known address of such director, sent via electronic mail to the director's last known email address, or via phone, should the director agree to such forms of delivery. The necessity for formal notice of any special meeting may be dispensed with by unanimous consent of the whole Board of Directors, at any time affixed to the minutes of such special meeting.

3.2 Quorum: A simple majority of the Directors shall constitute a quorum for the transaction of regular business at any meeting of the Board of Directors.

4. Vacancies: Vacancies on the Board of Directors resulting from death, resignation, or removal from office of a Director, shall be filled by a majority vote of the remaining Directors. Any person so appointed to fill a vacancy shall serve until the next annual membership meeting at which a quorum is present, or until his or her successor has been duly elected and qualified.

5. Compensation: No director shall receive compensation for any service he or she may render to the Association that relates to his or her service as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

6. Action Taken Without a Meeting. Pursuant to the Idaho Non-Profit Corporation Act, the Directors shall have the right to take any action in the absence of a meeting which they could take in a meeting by obtaining the written, electronic (email), or telephone approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

7. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association present either in person or through proxy at any regular or special meeting of the membership. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the Meeting where the vote for his or her removal shall occur.

8. Powers. The Board of Directors shall have power to:

8.1 Sit as the Architectural Control Committee ("ACC") mentioned in the Declaration and exercise all ACC powers included therein.

8.2 Delegate ACC duties or any other Board duties to other Members.

8.3 Adopt and publish rules and regulations governing the use of the common area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties (consistent with the Declaration and Idaho law) for the infraction thereof;

8.4 Authorize legal action by or on behalf of the Association.

8.5 Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

8.6 Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

8.7 Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

8.8 Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same.

9. Duties. It shall be the duty of the Board of Directors to:

9.1 Cause to be kept a complete administrative record of all its acts and corporate affairs, with the exception of confidential and sensitive information, and to present a statement thereof to the members at the annual meeting of the members, or at any duly called special meeting called for such purpose.

9.2 Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;

9.3 Fix the amount of the annual assessment against each lot pursuant to the Declaration;

9.4 Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

9.5 Issue, or to cause an appropriate officer or agent to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board or agent of the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

9.6 Procure and maintain adequate liability and hazard insurance on property owned by the Association;

9.7 Cause all directors, officers or employees having fiscal responsibilities to be bonded and insured, as the Board deems appropriate;

9.8. Cause the Common Area to be properly maintained, according to the Terms of the Declaration, in the Directors' discretion;

9.9 Perform all other duties imposed upon the Board of Directors by the Association, the Declaration, the Articles of Incorporation, or the law.

V.

ASSOCIATION OFFICERS

1. Election: Terms of Office: All officers of the association shall be members of the Board of Directors, and their terms of office shall coincide with the terms of each Director elected. The Officers of the corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer. A single person may serve in more than one office, but the office of President and Secretary shall not be filled by the same person, nor the office of President and Treasurer.

2. Duties and Responsibilities: The powers, duties, and responsibilities of the officers of the association shall be as hereafter set forth, unless modified from time to time by resolution of the Board of Directors.

(a) President: The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings. He/she may sign, with the secretary, the treasurer, or any other three proper officers or board members, any Deeds, Mortgages, Bonds, Contracts, or other instruments which the members have authorized to be executed, and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the members.

(b) Vice President: A Vice President shall perform the duties and exercise the power of the President in case of the President's illness, disability, or temporary absence from the office of the association and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors or the President.

(c) Secretary: The Secretary shall keep the minutes of the meetings of the members in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate 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 in accordance with these Bylaws or by law; keep a register of the post office addresses of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as may from time to time be assigned by the President or the Members.

(d) Treasurer: The treasurer shall have charge of 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, and in general perform all of the duties incidental to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or the Members.

VI.

INSURANCE

The Association shall procure and make payment of premiums upon casualty and other types of insurance covering improvements to all facilities and properties owned by the Association, and public liability insurance covering occurrences in, on and about the areas and facilities owned by the Association, covering such risks and in such policy limits as the Board of Directors deems appropriate. The Board of Directors is expressly authorized to decline to insure certain risks if in the discretion of the Board of Directors, the procurement of insurance covering such risks is not economically feasible or practicable for the association. The Association may also obtain other forms of insurance that the Board deems necessary or prudent.

VII.

ASSESSMENTS

1. Purpose of Assessments: Members shall be subject to assessment in accordance with the terms of the Declaration. Members shall be subject to regular assessments, and may be subject to special and limited assessments as outlined in the Declaration. The Board of Directors shall have the power to adjust assessments as necessary from time to time, in accordance with the terms of the Declaration. .

2. Payments of Assessments: Assessments shall be payable at the amount determined by the Board of Directors of the Association, in accordance with the Declaration. The Board shall have the authority to approve installation payments of any assessments.

VIII

BOOKS AND RECORDS

1. Third-Party Agents: The Association shall have the right and responsibility to hire any third-party agents to perform professional services such as bookkeeping, landscaping, legal services, accounting, etc. The Board of Directors has the sole discretion to obtain and terminate the services of any such agent.

2. Access: The books, records, and papers of the Association shall be subject to inspection by any Member pursuant to the provisions of the Idaho Non-Profit Corporation Act. In addition, the Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be made available for inspection by any Member, and copies shall be provided at reasonable cost to any Member.

IX.

AMENDMENTS

1. Amendment. These Bylaws have been adopted pursuant to Idaho Code 30-30-206(1), and may be amended by the unanimous vote of the Board of Directors or by an affirmative vote of sixty percent (60%) of the Members of the Association present at any regular or special meeting of the membership called for that purpose.

X.

MISCELLANEOUS

1. No Personal Liability. No member of the Board of Directors, member of any committee established pursuant to the terms of these Bylaws, or any officer or manager of the Association, shall be personally liable to any Owner, or to any other party, including the Association, for any damage, loss, or prejudice suffered or claimed on the account of any act, omission, error, or negligence of the Association, the Board, the committee, or the manager, if any, or any agent of such parties, provided that such person has, upon the basis

of such information as may be possessed by him, acted in good faith without willful or intentional misconduct.

2. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end of the 31st day of December of every year.

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

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

5. 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 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 the Corporation's credit or to render the Association liable for any purpose or in any amount.

WE, THE UNDERSIGNED as duly elected directors and officers of the Association verify and affirm that the foregoing are the true, full, and correct Bylaws of said Corporation as lawfully adopted by:

☒ the Board of Directors of the Association

☐ the Members of the Association

at a meeting held on the 24 day of March, 2016.



President

Name: Kirk Scoriani



Secretary

Name: