



corporation by filing for record of plats and additional Declaration of Covenants, Conditions and Restrictions referencing this corporation.

C. This corporation shall have all of the powers and authority granted by the Idaho Nonprofit Corporation Act, and all other powers authorized or permitted to nonprofit corporations by the laws of the State of Idaho, as the same may be in effect from time to time.

#### ARTICLE IV - MEMBERS

A. This corporation shall have members, whose rights, privileges and voting rights shall be as provided in the bylaws so long as not inconsistent with the following:

1. The record title owners of all or any portion of the lots in Callaway Ranch Subdivision in Ada County, Idaho, according to the official plats thereof filed in the office of the County Recorder of Ada County, Idaho, whose Declaration of Covenants, Conditions and Restrictions reference this corporation, shall automatically be members of this corporation, and membership in this corporation shall be appurtenant to ownership of said real property and shall run with the land thereof.
2. At all meetings of members of this corporation, the maximum number of votes which may be cast shall be the total number of lots showing on the plats of said subdivisions then of record in the Office of the Ada County Recorder, less the common area lots. One (1) vote shall be allocated to each of the lots, except for the common area lots. The vote allocated with respect to each lot shall be cast in the manner determined by a majority in interest of the record title owners of such lot. Fractional votes shall not be permitted.

B. There shall be no certificates of membership, and evidence of ownership of record title of all or any portion of said lots according to the Official Records of Ada County, Idaho, shall constitute proof of membership in this corporation. Membership shall automatically transfer to the transferee of the property concurrently with transfer of a member's record title to all or any portion of the said lots.

C. Meeting of the members shall be held at such places and times as may be provided in the bylaws, and may also be held in any manner prescribed or permitted in the corporation laws of the State of Idaho, as amended from time to time. The presence of members entitled to cast fifty-one (51) percent of the total eligible votes shall be sufficient to constitute a quorum, and such quorum may transact any matter of business lawfully permitted to be transacted at a membership meeting of an Idaho nonprofit corporation. Except in the case of a regular annual held at the place and time provided in the Bylaws, written notice of each membership meeting held at the time and place provided in the bylaws, written notice of each membership meeting shall be given to each member at the most recent address for such member shown on the corporation's books and records, and such written notice shall be deposited in the United States

