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**Instrument # 599493**

HAILEY, BLAINE, IDAHO  
07-25-2012 5:16:00 PM No. of Pages: 6  
Recorded for: ADAM B KING, ATTORNEY AT LAW PC  
JOLYNN DRAGE Fee: \$25.00  
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SECOND AMENDMENT TO BYLAWS

OF

FAIRWAY NINE II CONDOMINIUM ASSOCIATION, INC.

FAIRWAY NINE PHASE II CONDOMINIUM ASSOCIATION, INC., an Idaho nonprofit corporation (the "Association"), amends portions of the BYLAWS OF FAIRWAY NINE PHASE II CONDOMINIUM ASSOCIATION, INC. (the "Bylaws"), by the AMENDMENTS TO BYLAWS OF FAIRWAY NINE PHASE II CONDOMINIUM ASSOCIATION, INC. (the "Amendment"), as follows. This SECOND AMENDMENT TO BYLAWS amends all prior Bylaws of Fairway Nine Phase II Condominium Association Inc., including but not limited to Instrument no. 591011, recorded on October 4, 2011.

1. Article II, Paragraph 3. Titled: Qualifications: Election: Term: is amended by revoking the paragraph, which states:

~~Directors need not be members of the Association and shall be elected by the members at their annual meeting. At each election for directors, each member entitled to vote shall have the right to cast for any one or more nominees for director a number of votes equal to the number of votes which attach to his membership pursuant to the Articles of Incorporation, multiplied by the number of directors to be elected. Directors shall serve the term of one (1) year or until their successors are duly elected and qualified.~~

and replacing it, as follows:

Directors must be members of the Association and shall be elected by the members at their annual meeting. At each election for directors, each member entitled to vote shall have the right to cast for any one or more nominees for director a number of votes equal to the number of votes which attach to his membership pursuant to the Articles of Incorporation, multiplied by the number of directors to be elected. Directors shall serve the term of three (3) years or until their successors are duly

elected and qualified. The terms of the directors shall be staggered so that not all positions are to be filled in any one election.

2. Article II, Paragraph 4. Titled: Removal: Resignation: is amended by revoking the last paragraph, which states:

~~Any director may resign by submitting a written notice to the Board of Directors stating the effective date of his resignation, and acceptance of the resignation shall not be necessary to make it effective.~~

and replacing it, as follows:

Any director may resign by submitting a signed, written letter to the Board of Directors stating the effective date of his resignation, and acceptance of the resignation shall not be necessary to make it effective.

3. Article II, Paragraph 5. Titled: Vacancies: is amended by revoking the paragraph, which states:

~~Any vacancy occurring on the Board of Directors whether by removal, resignation, death or otherwise shall be filled by majority of the remaining directors though less than a quorum of the Board. A Director elected to fill a vacancy on the Board of Directors shall hold office until the next annual election of directors and until his successor is duly elected and qualified.~~

and replacing it, as follows:

Whenever a vacancy occurs on the Board of Directors, whether by removal, resignation, death or otherwise, a new director shall be elected by a majority of the remaining Directors, even though the number of Directors remaining on the Board shall be less than a quorum of the Board. A director elected by the Board to fill a vacancy on the Board of Directors shall hold office for the remainder of the term of the director whom he is replacing, or until his successor is duly elected and qualified.

4. Article IV, Paragraph 3. Titled: Voting Rights: is amended by revoking the first sentence of that paragraph only, which states:

~~Each membership shall be entitled to one vote in all corporate matters, regardless of the size of the condominium unit. As there will be 28 memberships in the corporation, there will likewise be 28 membership votes of members of the Association. Voting by proxy shall be permitted; however, proxies must be filed with the Secretary Treasurer twenty four (24) hours before the appointed time of each meeting.~~

and replacing it, as follows:

Each membership shall be entitled to one vote, regardless of the size of the condominium unit, with the exception of voting for Directors, in which case each membership shall be entitled to Cumulative Voting as set forth in Article II, section 3. As there will be twenty-eight (28) memberships in the Association, there will likewise be twenty-eight (28) membership votes of the members of the Association. Voting by proxy shall be permitted; however, proxies must be filed with the Secretary-Treasurer twenty four (24) hours before the appointed time of each meeting.

5. Article IV, Paragraph 4. Titled: Annual Meetings: was previously amended on October 4, 2011 as follows:

An annual meeting of the members for the purpose of electing directors and transaction of such other matters as may properly come before the meeting shall be held on a reasonable date and at a reasonable time in the month of August on a Friday or Saturday of each year in the Blaine County, Idaho.

6. Article V, Paragraph 2. Titled: Assessments: is amended by revoking the last sentence of that paragraph only, which states:

~~Commencing in 1991, the new corporation shall make equal assessments on its members based upon the square footage of each condominium unit so that the assessments for all like units shall be equal in amount.~~

and replacing it, as follows:

Commencing in 1991, the new corporation shall make equal assessments to all units in the Association.

7. Article VI, Paragraph 1. Titled: Contracts: in amended by revoking the entire paragraph, which states:

~~The Board of Directors may authorize any officer of the Association to enter into any contract or execute any instrument in the name of the Association except as otherwise specifically required by the Articles of Incorporation, or by the Condominium Declarations for Fairway 9 Condominiums Phases IV, V, and VI.~~

and replacing it, as follows:

The Board of Directors may authorize any officer of the Association to enter into any contract or execute any instrument in the name of the Association upon full disclosure by the contractor to the Board of all the terms, conditions and agreements contained in such contract or instrument except as otherwise specifically required by the Articles of Incorporation, or by the Condominium Declarations for Fairway 9 Condominiums Phases IV, V, and VI.

8. Article VI, Paragraph 4. Titled: Fiscal Year: is amended by revoking the entire paragraph, which states:

~~The fiscal year or business year of the Association shall begin on the first day of September and end on the last day of August following.~~

and replacing it, as follows:

The fiscal year or business year of the Association shall begin on the first day of July and end on the last day of June following.

9. Article VII, Paragraph 1, 2 and 3. Titled: Bylaws: is amended by revoking the entire article, which states:

~~These Bylaws may be amended, altered, or repealed from time to time by a two-thirds (2/3) vote of the membership of the Association present at a meeting held for that purpose, which means two-thirds (2/3) of the voting power of the members present, in accordance with the provisions of Article VII of the Articles of Incorporation at any annual or special meeting provided that the notice of such meeting states that such amendment, alteration, or repeal is to be considered. These Bylaws may also be amended or repealed, or new bylaws adopted, at any meeting of the Board of Directors by the vote of at least a majority of the entire Board; provided that any Bylaw adopted by the board may be amended or repealed by the stockholders in the manner set forth above.~~

~~Any proposal to amend or repeal these Bylaws or to adopt new Bylaws shall be stated in the notice of the meeting of the Board of Directors, or in the waiver of at least a majority of the entire Board; provided that any Bylaw adopted by the board may be amended or repealed by the stockholders in the manner set above.~~

~~Any proposal to amend or repeal these Bylaws or to adopt new Bylaws shall be stated in the notice of the meeting of the Board of Directors, or in the waiver of notice thereof, as the case may be, unless all of the directors are present at such meeting.~~

and replacing it, as follows:

These Bylaws may be amended, altered, repealed or new Bylaws may be adopted from time to time by a two-thirds (2/3) vote of the membership of the Association present at a meeting held for that purpose, which means two-thirds (2/3) of the voting power of the members present, in accordance with the provisions of Article VII of the Articles of Incorporation at any annual or special meeting provided that the notice of such meeting states that such amendment, alteration, repeal or adoption of a new Bylaw is to be considered and contains a copy or summary of the proposed amendment(s). These Bylaws may also be amended or repealed, or new Bylaws adopted, at any meeting of the Board of Directors by the vote of at least a majority of the entire Board.

Any proposal to amend or repeal these Bylaws or to adopt new Bylaws by the Board of Directors shall be stated in the notice of the meeting of the Board of Directors, or in the waiver of at least a majority of the entire Board unless all of the Directors are present at such meeting; provided that any Bylaw adopted by the Board may be amended or repealed by the membership in the manner set above.

10. Except as modified herein, all provisions of the Bylaws are hereby ratified. In the event of any conflict between the existing Bylaws and this Amendment, this Amendment shall prevail.

#### **SECRETARY'S CERTIFICATE**

Any proposal to amend or repeal these Bylaws or to adopt new Bylaws by the Board of Directors shall be stated in the notice of the meeting of the Board of Directors, or in the waiver of at least a majority of the entire Board unless all of the Directors are present at such meeting; provided that any Bylaw adopted by the Board may be amended or repealed by the membership in the manner set above.

10. Except as modified herein, all provisions of the Bylaws are hereby ratified. In the event of any conflict between the existing Bylaws and this Amendment, this Amendment shall prevail.

SECRETARY'S CERTIFICATE

I, Karen Pederson, Secretary of the Fairway Nine Phase II Condominium Association, Inc., received and tallied the votes of the Board of Directors at a duly noticed and called meeting of the Board of Directors on July 25, 2012 Pursuant to Article VII of the Bylaws, a total of 4 out of 5 Directors voted in favor of this Amendment, constituting a majority of the entire Board. The Amendments were duly adopted.

Fairway Nine Phase II Condominium Association, Inc.

By:  (sign)

Karen Pederson (print)

Its: Secretary

**PRESIDENT'S CERTIFICATE**

IN WITNESS WHEREOF, the undersigned has executed the foregoing document effective as of the date first above written, and certifies that the amendment was duly adopted.

Fairway Nine Phase II Condominium Association, Inc.

By: Jack Haase (sign)

Jack Haase (print)

Its: President

STATE OF IDAHO )  
                              )ss.  
County of Blaine )

On this 25 day of July, 2012, before me, Anne M Jacobi, a Notary Public in and for said state, personally appeared Jack Haase, known or identified to me to be the President of the Corporation that executed this document on behalf of said entity, and acknowledged to me that said entity executed the same and did subscribe and swear to the same before me and in my presence.

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

Anne M Jacobi

Notary Public for Idaho

Residing at Blaine, Idaho

My commission expires 12/26/17

