

Instrument # 320512

VALLEY COUNTY, CASCADE, IDAHO

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Recorded for : RENNISON FODREA

ARCHIE N. BANBURY

Fee: 48.00

Ex-Officio Recorder Deputy
Index to: RESTRICTIVE COVENANT

Sweet Water Subdivision: Restrictive Covenants

FOR GOOD AND VALUABLE CONSIDERATION, receipt of which is hereby acknowledged, the undersigned, **Mike Nuzzo** of 23 Smiths Ferry Drive Cascade, Idaho 83611, and **Chuck Emerson** of 335 Warm Lake Road Cascade, Idaho 83611, as owners of record of that certain real property containing approximately 23 acres situated in Section 28, Township 14 North, Range 4 East, Boise Meridian, Valley County, Idaho, and more particularly described on the attached Exhibit "A", herein called the "subject real property", do make, declare and adopt the following restrictive covenants, which shall run with the land and be binding upon the parties hereto, their heirs, successors and assigns, and upon each and every person or entity which shall hereafter own, lease, hypothecate, improve, occupy and/or use any portion of the subject property or any right, title or interest therein, and their agents and employees.

Grantors declare that the subject real property described on Exhibit "A" shall be subject to the following covenants, conditions and restrictions:

1. **Land Use:** The subject real property is to be used and occupied solely as single-family residential parcels.
2. **Building Locations:** All buildings must be located at least 30 feet from any property line of a parcel or newly created lot.
3. **Building Size:** No dwelling may be less than 1,250 square feet nor more than two stories or 35 feet in height.
4. **Building Materials:** All buildings, present and future, on a particular parcel must be architecturally in harmony. All buildings shall be of natural stone, brick or wood materials- Non-shiny (silver) metal roofs are not allowed; permanently colored metal roofs are allowed. All buildings are to be finished, painted and maintained in good repair so as not to be offensive to other property owners. No building materials are to be stored on property until owner is ready to start construction. Wood-burning appliances shall be limited to one per lot.
5. **Temporary Structures:** No temporary structures such as trailer, mobile home, modular home, basement-only home, tent, shack, garage, barn or other out buildings shall be used as a residence either temporarily or permanently except during a one (1) year period of construction of the dwelling unit. No structure can be moved onto the property without the consent of all property owners.
6. **Work Proceedings:** The construction of all dwellings shall proceed diligently and continuously from the time of commencement and shall be completed within 12 months after the start of construction. All construction shall be in compliance with the current applicable building codes of Valley County and the State of Idaho.

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7. **Utilities:** All utilities are to be underground. Outdoor lighting is to be downward facing, placed no higher than 20' from the ground, so that neighbors do not view the glare of these lights, and shall comply with any other Valley County ordinances. No outdoor privy or any common cesspool shall be installed on any parcel. All sewage disposal and water supply installations shall be accomplished in accordance with the current rules and regulations of the Central District Health Department and applicable laws of the state of Idaho.

8. **Excavation:** No excavation for stone, gravel, earth or minerals shall be made upon these parcels unless excavation is required in connection with construction of a building thereon. There shall be no mining, smelting or milling of ores on the properties.

9. **Animals:** Animals are to be contained on their own property and are to be managed so as not to be offensive to surrounding property owners. No poultry, swine or cattle shall be raised, bred or kept on any portion of the subject real property for any purpose, and further there shall be a maximum of two horses or any other animals kept on any parcel.

10. **Refuse and Dumping:** No parcel shall be used as a dumping ground for rubbish, trash, junk or waste materials. All rubbish trash etc., shall be deposited in bear proof, sanitary covered containers and in compliance with any other Valley County ordinances.

11. **Nuisances:** No portion of a lot or parcel or any structure thereon shall be used for the conduct of any trade or business or professional activities unless that business is conducted solely within the residence or is of a nature as to not be offensive to other parcel owners and does not increase traffic on any parcel. No owner of any lot or parcel shall allow a nuisance to exist on his or her property.

12. **Easement:** Easements for installation and maintenance of utilities and drainage facilities as well as ingress and egress to all lots that may be created must be made and recorded at the time such lot is created or sold. The easement area of each lot shall be maintained continuously by the owner of the lot except for those improvements for which a public authority or utility company is responsible.

13. **Vehicles:** All snowmobiles, boats, boat trailers, travel trailers, campers, motorcycles or RVs of any kind shall be stored out of view so neighbors do not have a visual impact from these items.

14. **Irrigation:** Control of wastewater from the subject property shall be governed by the laws of the State of Idaho.

15. **Fences:** Fences shall be constructed of natural materials.

16. Architectural Control:

(a) No building shall be erected, placed or altered on any portion of the subject premises until the construction plans and specifications, and a plan showing the location of the structure, have been reviewed and approved by the architectural control committee as to quality, proposed workmanship and materials, harmony of external design with existing structures, and with regard to topography and finish grade elevation. No fence or wall shall be erected, placed or altered on any portion of the subject premises nearer to any street than the minimum building set back line, unless similarly approved.

(b) The architectural control committee shall initially be composed of Mike Nuzzo, Chuck Emerson and Bob Fodrea. A majority of the committee may designate a representative to act for it. In the event of death or resignation of any member of the committee, the remaining members shall have full authority to designate a successor.

(c) The committee's approval or disapproval as required in these covenants shall be in writing. In the event the committee or its designated representative, fails to approve or disapprove, within thirty (30) days after plans and specifications have been submitted to it, approval will not be required and the project shall be deemed to be in full compliance with these covenants.

17. Roads: All costs related to the improvement, repair, maintenance and snow removal on the subdivision roads shall be shared proportionately by the property owners. The share of each party shall be determined by calculating the total cost of such improvements, maintenance and repair, and dividing by the number of lots and parcels abutting said road.

The owners of a majority of the lots and parcels abutting said road shall have the right to determine what repairs, maintenance and snow removal shall be done, and the best method for accomplishing the same. The parties shall select one or more of the owners to be the agent(s) of all the owners for the purpose of arranging for the work to be done, collecting funds from the owners to pay the cost, and seeing that the costs are paid. In the alternative, the owners may elect to establish a homeowner's association to carry out this responsibility.

The share of each party shall be due and payable in full within sixty (60) days of billing therefor, unless other arrangements are agreed to among the parties. Any party to this agreement may enforce any provision of this agreement by judicial proceeding in a court of competent jurisdiction. The prevailing party in such action shall be entitled to recover costs and reasonable attorney's, in addition to any other remedy awarded by the court.

All owners of lots one through five in the subdivision shall be required to accept the terms of this agreement as a part of any purchase and sale agreement, and as a condition precedent to their use of the road. Lot number six is subject to a separate shared driveway agreement with the residence at 325 Warm Lake Road Cascade, Idaho.

18. Terms: These protective covenants and restrictions shall run with the land described herein and shall be binding upon the parties hereto and all successors in title or interest to said real property. These covenants and restrictions may be amended from time to time with respect to any part or portion thereof, providing that at least two-thirds of the property owners as of the date of such amendment agree in writing, duly signed by two-thirds of the property owners. Each parcel shall be entitled to one vote. Such amendment shall become effective upon the recording of such amendment in the office of the recorder of Valley County, Idaho.


19. Violations: In the event there is ever a violation of these restrictive covenants, the parties hereto, or their heirs, successors and assigns, including any individual lot owner, may require binding arbitration of the violation or dispute. The arbitration shall be conducted in accordance with the rules of the American Arbitration Association or some other recognized and agreed upon professional arbitration association. The arbitrator's decision shall be final and binding and may be enforced by a court of law. All arbitration costs (except attorney fees) shall be borne equally between the parties. Attorney's fees shall be awarded to the prevailing party. If an emergency exists, however, the parties may seek injunctive relief to enforce these restrictive covenants.

20. Counterparts: These restrictive covenants may be executed in counterparts so that if all original signatures are attached to this instrument: (I.e., signature page only) and recorded together, they form one fully executed original.

IN WITNESS WHEREOF, the parties have set their hands this 8 day of ^{March 7} ~~August~~, 2008.



Mike Nuzzo



Chuck Emerson

STATE OF IDAHO)

County of Valley) :Ss.

On this 8 day of March 2008, before me, the undersigned, a Notary Public in and for said State, personally appeared Mike Nuzzo, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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 B. Seastrom

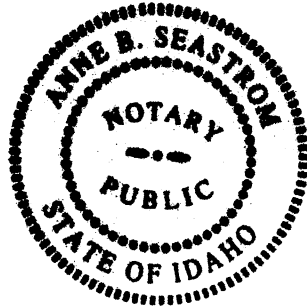
Notary Public For Idaho
Residing at Cascade
My Commission Expires: 11-30-12

STATE OF IDAHO)

County of) :Ss.

On this 9 day of March 2005, before me, the undersigned, a Notary Public in and for said State, personally appeared Chuck Emerson, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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 B. Seastrom


Notary Public For Idaho
Residing at Cascade
My Commission Expires: 11-30-12

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**Sweet Water Subdivision CC & R
Amendments**

Section 7

Sub-section 7-a: Lighting Requirements: All outside lighting shall conform to the Valley County lighting ordinance and shall not cause a trespass of light to any surrounding lots. 

Sub-section 7-b: Wood Burning Devices: All wood burning devices shall be in compliance with Valley County ordinance. 

**BYLAWS
OF
SWEETWATER SUBDIVISION OWNERS' ASSOCIATION,
INC.**

AN IDAHO NONPROFIT CORPORATION

**ARTICLE I
OFFICES**

Section 1: Principal Office: The principal office of Sweetwater Subdivision Owners' Association, an Idaho nonprofit corporation (the "Corporation"), shall initially be located at 23 Smiths Ferry Drive Cascade, Idaho 83611. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2: Registered Agent: The initial registered agent for the corporation shall be Mike Nuzzo. The initial registered office for the Corporation shall be located at 23 Smiths Ferry Drive Cascade, Idaho 83611, and may be changed from time to time by appropriate Resolution of the Board of Directors.

**ARTICLE II
MEMBERSHIP AND VOTING RIGHTS**

Section 1: Organization: The Corporation is organized as an Idaho corporation under the Idaho Nonprofit Corporation Law. The Corporation is charged with the duties and vested with the powers prescribed by law and set forth in the Articles, and The Declaration Of Covenants, Conditions, Restrictions for Sweetwater Subdivision (hereinafter "Declaration"), recorded at the office of the Valley County Recorder. Neither the Articles nor these Bylaws shall, for any reason, be amended or otherwise changed so as to be inconsistent with the Declaration. In the event that there should exist any ambiguity in any provision of the Articles or these Bylaws, then such provision shall be construed, to the extent possible, so that such provision shall be interpreted to be consistent with the provisions of the Declaration.

Section 2: Membership: Every person or entity who is a record Owner of a fee or undivided fee interest in any lot located within the property which is known as Sweetwater Subdivision, and which is more particularly described in the attached **Exhibit**

“A”, shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from the fee ownership of any lot. Ownership of such Lot shall be the sole qualification for membership, and shall be determined by the records of the office of the Assessor and Recorder for Valley County, Idaho. Transfer of a Lot shall automatically transfer membership in the Corporation.

Section 3: Members in Community Association: Each owner shall be a Member of the Association. An Owner shall automatically be a holder of the membership appurtenant to such Owner's Lot, and the membership shall automatically pass with fee simple title to the Lot. Declarant shall hold one membership in the Association for each Lot owned by Declarant. Membership in the Association shall not be assignable separate and apart from fee simple title to a Lot, except that the Owner may assign some or all the Owner's rights as an Owner and as a Member of the Association to a contract purchaser, tenant or First Mortgagee, and may arrange for such person to perform some or all of such Owner's obligations as provided in this Declaration, but no such delegation or assignment shall relieve an Owner from the responsibility for full fulfillment of the obligations of the Owner under the Association documents.

Section 4: Suspension of Voting Rights: No member shall be entitled to vote or be counted for purposes of a quorum unless they are then current in the payment of assessments, whether Regular or Special, which have been levied by the Association.

Section 5: Control by Declarant: Until transfer of control of the Association by Declarant to the Members, Declarant shall have all the powers, authority, rights and duties to appoint a majority of the Directors, in accordance with these Bylaws. “Declarant” as used in these Bylaws refers to the Declarant named in the Declaration, its successors and assigns. “The Property” as used in these Bylaws shall mean the Property described in the attached **Exhibit “A”**, together with any additional property which is annexed into the Property, pursuant to the terms of the Declaration. Declarant shall have the option, at its sole discretion, of turning over control and management of the Corporation to the members prior to the transfer of control date. “Transfer of the Control” as used in these Bylaws shall have the meaning defined at Section 4.6 of the Declaration.

ARTICLE III MEETINGS

Section 1: Annual Meetings: An annual meeting of the Members shall be held during the month of July in each year. The exact date, time and place of the meeting shall be established by the Board of Directors. The annual meeting shall be for the purpose of electing directors, and for the transaction of such other business as may come before the meeting.

Section 2: Special Meetings: Special meetings of the Members may be called by the Board of directors or on the request of not fewer than ten percent (10%) of the Members of the Corporation, subject to Article II, Section 5 above.

Section 3: Place of Meetings: The Board of Directors may designate any place, either within or without the State of Idaho, as the place of the meeting for any annual meeting or for any special meeting. If no designation is made, or if a special meeting is otherwise called, the place of the meeting shall be the principal office of the Corporation in the State of Idaho.

Section 4: Notice of Meeting: Written notice stating the place, day and hour of any meeting of Members shall be delivered either personally or by mail to each member, not less than fifteen (15) days before the date of the meeting. If mailed, notice shall be sent to each member at the address shown on the records of the Secretary of the Corporation; or, if no such record exists, to the address shown on the records of the Valley County Assessor.

Section 5: Waiver of Notice: Whenever any notice is required to be given to any member under the provisions of the Idaho Nonprofit Corporation Act as set forth in Title 30, Chapter 3, Idaho Code (the "Act") or under the provisions of the Articles of Incorporation of the Corporation (the "Articles") or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 6: Officers of the Members' Meeting: The presiding officer at members' meetings shall be the President of the Corporation or, in the absence of the President, the Vice President or, in the absence of both the president and the Vice President, a chairman elected by the Members present at the meeting. The Secretary of the Corporations or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as Secretary of the members' meeting.

Section 7: Quorum and Voting Requirements: One-third (1/3) of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. The Members present at a duly organized and conveyed meeting where a quorum has been present can continue to business as a quorum until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number is required by the Act, the Articles, or the Bylaws.

Section 8: Proxies: A member may vote either in person or by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution. Every proxy shall be revocable at the pleasure of the member who executed it.

Section 9: Action by Members Without a Meeting: Any action required or permitted to be taken at a meeting of the Members of the Corporation may be taken without a meeting if 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. Such consent shall have the same effect as a unanimous vote of members, and may be stated as such in any articles or documents filed with the Idaho Secretary of State under the Act.

ARTICLE IV DIRECTORS

Section 1: General Powers and Standard of Care: All corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors, except as may be otherwise provided in the Act, in the Articles, or herein.

Section 2: Number, Tenure, and Qualifications: There shall not be less than three (3) nor more than five (5) directors.

Until the Transfer of the Control Date, Declarant shall have the right to appoint a majority of the members of the Board of Directors.

Directors shall be elected for staggered terms. Each director shall hold office until the end of the term or until a successor shall be elected and qualified. Directors shall be elected when necessary at the annual meeting of the membership by a majority vote of the voting Members present. After transfer of control, Directors shall be members of the Corporation. The initial Board of Directors shall determine by lot the initial term of each Director so that one-two Directors shall have a one-year term, one-two Directors shall have a two-year term, and one Director shall have a three year term.

Section 3: Vacancies: Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of any increase in the number of Directors shall be filled by the Board of Directors. Directors elected to fill a vacancy shall be elected or the unexpired term of their predecessor in office.

Section 4: Removal of Directors: Any Director may be removed from office with or without cause at any time by a vote of the Members representing fifty-one (51 %) of the total membership at any special meeting called for that purpose, subject to Article II, Section 5 above.

Section 5: Regular Meetings: A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately following the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meeting of the Board.

Section 6: Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board may designate any place for holding any special meeting of the Board called by them.

Section 7: Notices: Notice of any special meeting of the Board of Directors shall be given at least five (5) days previous thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the Corporation. The attendance of a director at any meeting shall indicate that such director received notice of such meeting. The purpose of any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

Section 8: Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice. Once a quorum is established, it shall remain for the duration of the meeting.

Section 9: Manner of Acting: The act of the majority of the directors present at a meeting which a quorum is present shall be the act of the Board of Directors, unless otherwise provided by law or by these Bylaws.

Section 10: Informal Action: Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action as taken shall be signed by a majority of the directors.

Section 11: Compensation: The officers and directors shall serve without compensation, but reasonable expenses incurred may be reimbursed when expended for and in the interest of the Corporation and approved by the Board of Directors in advance.

Section 12: Director Conflicts of Interest: No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its directors are Directors or officers or are financially interest, shall be either void or void able because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because such Directors or Director's votes are counted for such purposes if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposed without counting the vote or consent of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the Members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or

written consent, in which vote or consent interested Directors may participate to the extent that they are also members; or

(c) The contract or transaction is fair and reasonable to the Corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the Corporation.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorized, approves, or ratifies such contract or transaction.

ARTICLE V OFFICERS

Section 1: Number and Title: The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect one or more assistant secretaries or one or more assistant Treasurers as it may be felt desirable. Any two or more offices may be held by the same person, except the office of the President and the office of the Secretary must be held by two different persons when there is more than one director.

Section 2: Election and Term of Office: The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as possible. Each officer shall hold office until their successor shall be duly elected and qualified.

Section 3: Vacancies: Vacancies may be filled or a new office created and filled at any meeting of the Board.

Section 4: Removal: Any officer elected or appointed by the Board of Directors may be removed by an affirmative vote of two-thirds (2/3) of the total Board whenever, in its judgment, the best interest of the corporation would be served thereby.

Section 5: President: The President shall preside at all meeting of the Board of Directors and the general membership. He may sign with the Secretary, or any other proper officer of the corporation authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation. In general, s/he shall perform all duties incident to the office of president and such other duties which shall be prescribed by the Board of Directors from time to time.

Section 6: Vice President: In the absence of the President or in the event of the President's inability or refusal to act, the Vice president (or in the event there shall be more than one Vice President, the Vice presidents in order of their election) shall perform the

duties of the President, and when so acting shall perform other duties as from time to time may be assigned by the President of the Board of Directors.

Section 7: Secretary: The Secretary shall keep the permanent minutes of the meetings of the Board of Directors in one or more 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 corporate seal; keep a register of the name and post office address of each corporate member, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 8: Treasurer: The Treasurer shall have the charge and custody of and be responsible for all funds and securities of the corporation; the Treasurer shall assure that the bookkeeper receive and give receipts for the money due and payable to the Corporation from any source whatsoever and deposit all monies in the name of the Corporation in such bank or other financial institution as shall be selected by the Board of Directors, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer and executive director shall, with the appropriate standing committee, prepare an annual operating budget showing income and expenses to be presented to the Board of Directors for approval at the annual regular meeting of the Board of Directors.

ARTICLE VI COMMITTEES

Section 1: Standing Committees: The Board of Directors may establish such additional committees as are necessary and appropriate to carry out the business of the Corporation. Each committee shall have the duties and responsibilities delegated to it by the Board of Directors.

Section 2: Duties: The duties, responsibilities, authority, and composition of all standing committees and ad hoc committees shall be stated in writing and adopted by resolution of the Board of Directors.

Section 3: Term of Office: All committee Members shall serve until first meeting following their appointment or until their successors have been appointed.

ARTICLE VII DUTIES AND POWERS OF THE CORPORATE

Section 1: General Powers of the Corporation: The specific and primary purposes and powers of the Corporation and its Board of Directors are to enforce the provisions of the Declaration and the Corporation's Articles and Bylaws, and any other instruments relating to the management and control of the Corporation. The Corporation may do any and all other acts and things that a nonprofit corporation is empowered to do, which may be necessary, convenient, or desirable in the administration of its affairs for the specific and primary

purposes of meeting its duties set forth in the Declaration. The Corporation, through its Board of Directors, shall have the authority to delegate its powers to committees, offices of the Corporation or its employees.

Section 2: Corporation Rules: The Board of Directors shall have the power to adopt, amend, and repeal such rules and regulations as it deems reasonable. The rules of the Corporation shall govern such matters in furtherance of the purposes of the Corporation. The rules of the Corporation may not discriminate among Owners and shall not be inconsistent with the Declaration, the Articles, or Bylaws. A copy of the rules of the Corporation as they may from time to time be adopted, amended, or repealed or a notice setting forth the adoption, amended or repealed or a notice of setting forth the adoption, amendment, or repeal of specific portions of the rules of the Corporation shall be delivered to each Owner in the same manner established in the Declaration for the delivery of notices. Upon completion of the notice requirements, said rules of the Corporation shall have the same force and effect as if they were set forth in and were part of the Declaration and shall be binding on the Owners and their successors in interest whether or not actually received. The rules of the Corporation, as adopted, amended, or repealed, shall be available at the principal office of the Corporation to each owner. In the event of any conflict between any such rules of the Corporation and any other provision of the Declaration, or the Articles or these Bylaws, the provisions of the rules of the Corporation shall be deemed to be superseded by the provisions of the Declaration, the Articles, or these Bylaws to the extent of any such conflict.

ARTICLE VIII MISCELLANEOUS

Section 1: Indemnification: The Corporation shall indemnify any director, officer, or former director or officer of the Corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been a director or officer, except in relation to matters as to which he is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation.

Section 2: Depositories: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies, or other depositories as the Board of Directors may elect.

Section 3: Contracts: The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 4: Checks, Drafts, Etc.: All checks, drafts, orders for the payment of money notes, or other evidence of indebtedness issued in the name of the Corporation shall be assigned by such persons and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an assistant Treasurer.

Section 5: Fiscal Year: The fiscal year of the Corporation shall end on the last day of December of each year.

Section 6: Investment: Any funds of the Corporation which are not needed currently for the activities of the Corporation may, at the direction of the Board of Directors, be invested in such investments as are permitted by law.

Section 7: Non-liability of Directors, Officers, Committee Members: To the fullest extent permitted by law, neither the Board, any committees of the Corporation or any member of such Board or committee shall be liable to any Member of the Corporation for any damage, loss or prejudice suffered or claimed on account of any decision, course of action, act, omission, error, negligence, or the like, made in good faith, and while such Board, committees or persons reasonably believed to be acting within the scope of their duties.

Section 8: Books and Records: The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceeding of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the name and address of the Members entitled to vote. All books and records of the Corporation may be inspected by any member or his agent or attorney or the general public for any proper purpose at any reasonable time.

Section 9: Dissolution:

(a) A resolution to dissolve the Corporation shall be submitted to a vote of the members.

(b) In the event of dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, dispose of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner or to such organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and which is organized for purposes substantially similar to that of the Corporation.

Section 10: Nondiscrimination: This Corporation is an equal opportunity employer and shall make available its services without regard to race, creed, age, sex, color, ancestry, or national origin.

Section 11: Political Activity: The Corporation shall not, in any way, use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office. However, this Bylaw shall not be construed to limit the right of any official or member of this Corporation to appear before any legislative committee, to testify as to matters involving the Corporation.

Section 12: Gifts: The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

Section 13: Parliamentary Procedure: All meetings of the Board of Directors and membership shall be governed by *Roberts' Rules of Order* (current edition), unless contrary procedure is established by the Articles of Incorporation or these Bylaws, or by resolution of the Board of Directors.

ARTICLE IX AMENDMENTS

These Bylaws may be altered, amended, or repealed and a new set of Bylaws adopted by a two-thirds (2/3) majority vote of the Board of Directors except that any amendment of these Bylaws which would alter, amend, or modify the provisions of Article II, Section 2 or 3 herein shall require the written consent of Declarant (as long as Declarant owns any Lots in the Property) and the approval of sixty-seven percent (67%) of the Members of the Association who are present or represented by proxy at a properly scheduled meeting of the members at which a quorum is present. At least ten (10) days' prior written notice setting forth a proposed action and time and place of meeting shall be given to all Directors.

CERTIFICATION

This is to certify that the foregoing Bylaws have been duly adopted by the Board of Directors at a meeting held on April 16, 2007.

SWEETWATER SUBDIVISION
OWNERS' ASSOCIATION, INC.

By: *Mike Nuzzo*
Mike Nuzzo, President

STATE OF IDAHO,)
)ss.
County of _____)

On this 16 day of April, 2007, before me *Anne B. Seastrom* a Notary Public in and for said State, personally appeared, **Mike Nuzzo**, known authorized agent for **Sweetwater Subdivision Owners' Association, Inc.**, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same for and on behalf of said corporation.

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 B. Seastrom
NOTARY PUBLIC FOR *Anniston Federal*
Residing at: *Cascade*
My Commission Expires: *11-30-12*

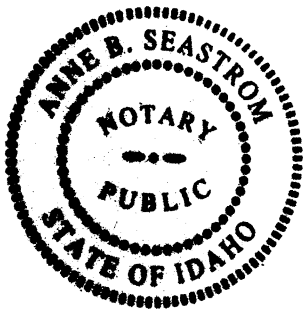


EXHIBIT "A"

Legal Description

**The plat of Sweetwater Subdivision, located in Section 28, T. 11 N., R. 4 E., B.M. Valley
County, Idaho**

**ARTICLES OF INCORPORATION
OF
SWEETWATER SUBDIVISION OWNERS' ASSOCIATION, INC.
A NONPROFIT CORPORATION**

The undersigned, acting as the incorporator of a corporation, and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (Act) adopt the following Articles of Incorporation for the Corporation.

**ARTICLE 1
NAME**

The name of the Corporation shall be SWEETWATER SUBDIVISION OWNERS' ASSOCIATION, INC.

**ARTICLE II
NON-PROFIT STATUS**

This Corporation shall be a nonprofit corporation.

**ARTICLE III
DURATION**

The period of this Corporation shall be perpetual.

**ARTICLE IV
PURPOSES**

The purposes for which this Corporation is organized are as follows:

(a) To perform the functions and provide service as set forth in the Declaration of Protective Covenants, Conditions, Restrictions and Easements for Sweetwater Subdivision, located in Valley County, Idaho, hereinafter referred to as the "Declaration".

(b) To be operated exclusively for the above-stated purposes and for other non-profit purposes within the meaning of Section 528 of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 528.

(c) To exercise all powers granted by law necessary and proper to carry out the above stated purposes and to further common interests of the membership, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

ARTICLE V NON-STOCK CORPORATION

This corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its members.

ARTICLE VI MEMBERS

The Corporation shall have one (1) class of Members who shall be voting Members.

ARTICLE VII ASSESSMENTS

Assessments shall be levied against the member in accordance with the Declaration. The amount and method of collection of said assessments shall be as provided in said Declaration. Assessments may be made enforceable by civil action or by the forfeiture of membership, or both, upon notice given in writing twenty (20) days before commencement of such action or such forfeiture. Assessments may be secured by a lien upon real property to which membership rights are appurtenant, and action may be brought to foreclose any such lien.

ARTICLE VIII LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article four hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE IX DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, to such organization or organizations as shall at the time qualify as exempt organizations under Section 528 of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X REGISTERED AGENT AND OFFICE

The street and mailing address of the initial registered office of the Corporation shall be 23 Smiths Ferry Drive Cascade, Idaho, 83611. The name of the Corporation's initial registered agent at such address is Mike Nuzzo.

**ARTICLE XI
DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) individuals, who shall, after transfer of control of the Association, all be members of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members in the manner and for the term provided in the Bylaws of the Corporation.

The name and mailing address of the persons constituting the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Llori Emerson	335 Warm Lake Rd. Cascade, ID 83611
Liz Nuzzo	23 Smiths Ferry Dr. Cascade, ID 83611
Mike Nuzzo	23 Smiths Ferry Dr. Cascade, ID 83611

**ARTICLE XII
INCORPORATOR**

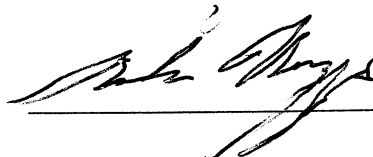
The name and address of the incorporator of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mike Nuzzo	23 Smiths Ferry Dr. Cascade, ID 83611

ARTICLE XIII
BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 15 day of MARCH, 2007.

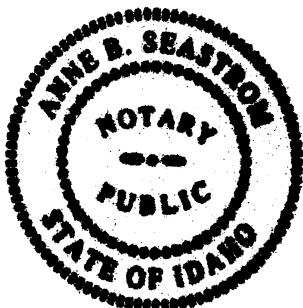


Mike Nuzzo, Incorporator

STATE OF IDAHO,)
(ss.
County of Valley.)

On this 15 day of March, 2007, before me, Anne B. Seastrom
Notary Public in and for said State, personally appeared Mike Nuzzo, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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


NOTARY PUBLIC FOR IDAHO

Residing at: Cascade

My Commission Expires: 11-30-12