

RESTATED BYLAWS

OF

BROADMOORE ESTATES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

DIRECTORS

Section 1. Election. The business and affairs of the Association shall be managed and controlled by a board of up to five (5) Directors (hereinafter "Board"). The Board of Directors shall be elected by the members at the regular annual meeting and shall each serve for two or three (2 or 3) year terms or until their successors are elected and qualified. The terms of the Board of Directors shall be staggered to allow new Director(s) to serve with experienced Director(s).

When vacancies occur in the Board of Directors for any cause whatsoever, the Board shall elect the directors to fill such vacancies for the unexpired term.

Any resident of Broadmoore Estates, whether owner or lessee/renter (with a minimum 1-year lease) may serve on the Board of Directors in any capacity as Officer or Director. The one restriction for non-owners serving as an Officer is that they will not be allowed to sign checks for the Association. Additionally, the owner members must make up the majority of the Board.

Section 2. Powers of Directors. The Board of Directors shall have the power and duty to manage and conduct the business of the Association, to control the property of the Association, and to exercise all of the corporate powers of the Association. The authority of the Board of Directors is derived from, and set forth in, the following documents of corporate governance:

- 1) Declaration of Covenants, Conditions, Restrictions, and Reservations of Easements for Broadmoore Estates (recorded as Kootenai County Instrument No.1698095 on October 1, 2001) (and any lawfully adopted amendments thereto);
- 2) The Articles of Incorporation of Broadmoore Estates Homeowners, Association, Inc. (filed with the Idaho Secretary of State on October 1, 2001) (and any lawfully adopted amendments thereto); and

- 3) The Bylaws of Broadmoore Estates Homeowners' Association, Inc. (and any lawfully adopted amendments thereto).

In the event a conflict arises between the Association's Covenants (Instrument No.1698095), the Association's Articles, and/or the Association's Bylaws, then the dispute shall be resolved by first consulting the Covenants (Instrument No.1698095), and then the Articles of Incorporation, and lastly the Bylaws. The Covenants (Instrument No.1698095) shall take precedence over the Articles and Bylaws. The Articles shall take precedence over the Bylaws. The Bylaws shall govern in resolving a dispute unless the matter is resolved by the Covenants or the Articles.

Section 3. Regular Meetings. Meetings of the Board of Directors shall be held at such time and place as may from time to time be decided upon by the Board of Directors. Notice of regular meetings of the Board of Directors will be given.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President at any time or upon the written demand of two (2) members of the Board. In the event two (2) members of the Board demand a special meeting, then the President must call a special meeting of the Board to meet not more than seven (7) days from and after the service of such demand upon the President.

It shall be the duty of the Secretary to notify each Director by mail, fax, e-mail, or telephone, or personally of the time and place as to any special meeting and of the purpose or purposes for which it has been called. Such notice shall be given at least five (5) days prior to the date on which such meeting is to be held. When such notice is given by mail or by fax or e-mail, the time of depositing the letter or letters in the post office, or the time of sending such fax or e-mail shall be deemed the date on which such notice was given; provided, however, that when all of the Directors are present and consent to the holding of a special meeting of the Board of Directors, no notice of such meeting need be given and such meeting shall be as legal as if the same had been regularly called and noticed.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any and all regular and/or special meetings of the Board. Any director not present may give his written proxy to a director or directors in attendance, who may vote such proxies, which also may be voted to determine if a quorum is present.

ARTICLE II

OFFICERS

Section 1. Election and Term of Office. The officers of the Association shall be a President, Vice President, Treasurer and Secretary, who shall first be elected by the Board of Directors at the initial meeting of the Board, and thereafter immediately following each regular annual meeting of the members of the Association. Each of said officers shall hold office until the next annual meeting of the members of the Association, following his or her election, and until his or her successor shall have been duly elected and qualified. Officers and Directors may succeed themselves.

The terms of the Officers (President, Vice President, Treasurer, and Secretary) shall be for one (1) year, beginning at the adjournment of the annual meeting of the Association and continuing until their successors shall have been duly elected and qualified. The terms of the Directors shall be for two to three (2 to 3) years, beginning at the adjournment of the annual meeting of the Association at which they are elected and continuing until their successors shall have been duly elected and qualified.

The Board of Directors may, at their discretion, elect an Assistant Secretary and/or Assistant Treasurer and such officers, if elected, shall likewise hold office until the next annual meeting of the members of the Association and until their respective successors shall have been duly elected and qualified.

The President and Vice-Presidents must be chosen from the members of the Board of Directors, but neither the Secretary nor the Treasurer, nor the Assistant Secretary nor the Assistant Treasurer, need be members of the Board of Directors. The offices of Secretary and Treasurer may be combined and held by the same person, and likewise the offices of Assistant Secretary and Assistant Treasurer may be combined and held by the same person.

Such other officers, agents, or employees, as the Board of Directors may determine may be elected by the Board upon such terms and conditions and with such powers and duties as the Board may by resolution prescribe.

Neither an Officer nor Director of the Board of Directors shall receive any salary or other remuneration from the Association.

Section 2. Duties of Officers - President. The President shall be the chief executive officer of the Association. It shall be his or her duty to preside at all meetings of the Directors and at all meetings of the members of the Association; to appoint all committees unless it shall be otherwise ordered by the Board of Directors; to sign all deeds and contracts in writing which may be entered into by the Association; to make a full report upon the business and affairs of the Association to the Board of Directors whenever such Board may direct him or her to do so; and to also make a full report upon the business and the affairs of the Association at each annual meeting of the members. The President shall also perform all other duties usually incident to the office of president of an Association, or which may be delegated to him or her by the Board of Directors.

Vice-President. The Vice-President shall be vested with all the powers and shall perform all the duties of the President in his or her absence and such other duties that may be delegated to him or her by the Board of Directors.

Secretary. The Secretary shall be ex-officio clerk of the Board of Directors and of all standing committees. He or she shall attend all meetings of the Board of Directors and may attend all meetings of any and all standing committees, and all meetings of the members of the Association, and shall keep a record of the proceedings of all such meetings. He or she shall countersign all contracts, deeds, and other instruments in writing which may be executed by the Association and shall affix any corporate seal thereto. He or she shall give due notice of all meetings of the members of the Association and of all meetings of the Board of Directors. He or she shall have custody of the books, seal (if applicable), and documents of the Association, and shall perform such other duties as pertain to the office of secretary or as may be assigned to him or her from time to time by the Board of Directors. The secretary shall also maintain a current list of all members' addresses and names which shall be available for inspection by the members of the Association solely for purposes which are unrelated to the solicitation of private business.

Treasurer. It shall be the duty of the Treasurer to receive and safely keep all monies belonging to the Association and to keep an accurate record thereof in proper books belonging to the Association and to make all required reports to the Internal Revenue Service. All monies belonging to the Association shall, as soon as received, be deposited by the Treasurer in such bank or banks as may be designated for that purpose by the Board of Directors, and no monies so deposited shall be withdrawn from such bank

or banks, or disbursed except by checks signed by any two of the following officers of said Association: President, Vice-President, Secretary, or Treasurer. Detailed records of all disbursements shall likewise be kept by the Treasurer in proper books belonging to the Association. The Treasurer may be required by the Board of Directors to furnish a bond, in such amount as the Directors may by resolution prescribe, to ensure proper accounting by him or her of all funds belonging to the Association that may come into his or her hands. The amount of such bond may be increased or decreased by the Board of Directors from time to time as in their judgment may be desirable. If a surety bond should be furnished by the Treasurer, the premium or premiums thereon shall be paid out of the treasury of the Association.

Directors. The Directors generally shall strive to achieve the objectives of the Association. Each Director shall be responsible for preparation and presentation of pertinent topics for the Board of Directors consideration, and shall act upon the business of the Board of Directors in a thoughtful and conscientious manner. Directors are expected to take an active role in the business and affairs of the Association. The Directors shall attend Board of Director meetings, chair and serve on standing committees appointed by the Association, and perform other duties that may be delegated to them by the Board of Directors.

ARTICLE III

MEMBERS

Section 1. Membership in the Association shall be appurtenant to and may not be separated from the fee ownership of a member lot. Ownership of a member lot shall be the sole qualification for membership in the Association. Lots qualifying a member for membership are as defined in Exhibit A to the Association's Covenants (Kootenai County Instrument No.1698095). All record owners of title of a member lot shall be deemed "members" of the Association and allowed to attend any and all meetings of the Association's Board of Directors and members, provided, however, that each member lot shall only be entitled to one (1) vote on matters of Association governance. In the event a member lot is held in record title by more than one individual, and in the event that those record holders are unable to agree on how to cast the member lot's vote, the member lot's vote shall be disallowed in its entirety on all such matters upon which the title holders disagree. Any member may cast his or her vote by proxy, given in

writing to another member or members, at any meeting of the Association or on any business of the Association.

Section 2. Meetings. The annual meeting of all members of the Association shall be held at a place to be designated in Kootenai County and conveniently located to the membership, at the hour of 6:30 p.m. on or before the first Monday of October commencing 2003.

Special meetings of the members of the Association may be called at any time and at such place as may be designated by the President.

Section 3. Notice of Meetings. Notice of each annual meeting and of each special meeting of the members of this Association shall be given by the Secretary by mailing to the members at their last known address a notice of the meeting containing the time, place, and the purposes of the meeting at least seven (7) days prior to said meeting.

Section 4. Quorum. 10% of the members shall constitute a quorum for the transaction of any and all business at any annual or special meeting of the members of the Association.

ARTICLE IV

COMMITTEES

Section 1. Standing Committees. The standing committees of the Association shall be such committees as the Board of Directors may from time to time deem necessary for the proper administration of the affairs of the Association. Each standing committee shall have such duties and shall exercise such powers as may from time to time be prescribed by the Board of Directors.

Section 2. Committees and Responsibilities. Standing committees of the Broadmoore Estates Homeowners Association shall be comprised of a minimum of 3-4 members with one member being the chair position. The Board of Directors may serve individually on committees. The chair position is appointed by the committee members and approved by the Board of Directors. Members of any committee may serve on additional committees, and any Association member may request to serve on any of the standing committee(s). Each committee chair will report, in person or via e-mail, on the

activity of the committee at regular meetings of the Board of Directors. Committee reports will be a line item in the agenda of every regular board meeting. Members of standing committees shall serve until the end of the Board's term and shall be eligible for re-appointment. Standard committees, responsibilities, and guidelines thereof are as follows.

Architectural: This committee is responsible for the review and approval of architectural and building plans for homes and additions; including but not limited to shops, storage buildings, outbuildings, fences, walls, siding and rooftops, etc. as written in the Declaration of Covenants, Conditions, Restrictions, and Reservations for Broadmoore Estates. The Architectural Committee shall act, in conjunction with the Board of Directors and/or management company, in monitoring and enforcing the Architectural guidelines as outlined in the Covenants, Conditions, Restrictions and Reservations for the Broadmoore Estates.

Guidelines: The following require approval from the Architectural Control Committee (ACC):

1. All buildings before construction require approval
2. Any outbuilding in backyards must match the house in color and also have a matching composite roof. There is to be no metal construction for any structure.
3. All fences shall be constructed in accordance with standards approved by the board, and in compliance with the ordinances of the City of Hayden, Idaho. Fence guidelines include: No chain link in the front yard forward of any structure on the lot; chain link with privacy slats acceptable for the side yard for the purposes of concealing a vehicle, boat, trailer, or RV, but not to exceed forward of any structure on the lot; no solid fence is allowed in the front yard parallel to and forward of any structure on the lot (wood or white picket is acceptable). White vinyl fencing is required on the perimeter of Broadmoore Estates subdivision.

Broadmoore Park, Landscaping, and Maintenance: This committee is responsible for coordinating with the City of Hayden on Broadmoore Park; including recruitment of volunteers for events being held, schedule for construction updates, review of plans for construction updates, Association member requests, etc. This committee shall work collaboratively with the Neighborhood Committee to recruit and organize events being scheduled and held in Broadmoore Park. This

committee is also responsible for coordinating the upkeep of Broadmoore's common areas, landscape maintenance areas, and entrance signs; including but not limited to working with landscape contractors, verifying that lawn care and irrigation maintenance are being conducted in a quality and timely manner, payment is being delivered, and annual contract bids are being received and considered by the Board of Directors.

Enforcement: This committee is responsible for the review and clarification of the Declaration of Covenants, Conditions, Restrictions, and Reservations and By-Laws for Broadmoore Estates and enforcement thereof; including proposing any necessary changes and coordination with the Association's attorney with consent from the Board of Directors. The Enforcement Committee shall act, in conjunction with the Board of Directors and/or management company, to enforce the Covenants, Conditions, Restrictions, and Reservations.

Neighborhood: This committee is responsible for the coordination of neighbors helping neighbors in need of outdoor landscape maintenance, exterior home maintenance, snow removal, etc. This committee shall also organize and schedule community events and programs, including but not limited to Neighborhood Watch program(s), annual garage sales, picnics, etc. This committee shall work collaboratively with the Correspondence Committee to develop, maintain, and deliver new member welcome packages.

Correspondence: This committee is responsible for the development of board progress reports, HOA news and/or newsletters, new member welcome packages, and website administration including routine updates thereof.

ARTICLE V

MISCELLANEOUS

Section 1. Fiscal Year Auditing Committee. The Association's fiscal year shall end on the 31st day of December of each year, and as soon as convenient thereafter, and in any event, prior to the regular annual meeting of the members of the Association, a thorough audit of all books of the Treasurer and of all books and accounts of any and all other officers of the Association who have had the handling of any monies belonging to the Association, shall be made by an auditing committee which shall consist of three members of the Association. Such auditing committee shall be appointed by the President, with

the approval of a majority of the Board of Directors. Such audit, or audits, shall be reduced to writing and shall be certified by at least a majority of the members of said committee and shall, as soon as completed, be delivered to the President of the Association and shall be made available at any time for inspection by the members of the Board of Directors, or any of them. Such audit shall always be completed and delivered to the President of the Association at least five (5) days prior to the regular annual meeting of the members of the Association, and it shall be the duty of the President to have such audit with him or her, and to make a full report thereof, at the regular annual meeting next following his or her receipt of such audit, and such reports shall be incorporated in and shall be made a part of the minutes of the annual meeting at which such report is made.

Section 2. Order of Business. The order of business at all meetings of the Board of Directors and at all meetings of the members of the Association shall be as follows:

- 1) Call the meeting to order by the President of the Board.
- 2) Reading the minutes of the preceding meeting by the Secretary.
- 3) Reports: Treasurer, Board of Directors, Secretary.
- 4) Election of members of the Board of Directors.
- 5) Unfinished business.
- 6) New business. Approval of the budget for the coming year, presented by the old Board of Directors. Any other business.
- 7) Adjournment

Any business not readily assignable to any of said headings shall be disposed of in such order as the President may deem proper. Except as herein otherwise provided, all meetings of the Board of Directors and members of the Association shall be conducted in accordance with "Roberts Rules of Order."

Section 3. Amendments. These bylaws may be amended by a vote of two-thirds (2/3) of the membership of the Board of Directors at any regular meeting of the Board of Directors or at any special meeting of the Board called for that purpose, if notice of the proposed amendment is given in the notice calling the meeting. These bylaws may also be amended by a majority vote of the members voting in

person or by proxy at any regular annual meeting of the members of the Association or at any special meeting of the members called for that purpose. Provided, however, that no amendment shall be effective unless notice of the proposed amendment was given in the notice calling the meeting.

CERTIFICATE

The undersigned secretary of the Association hereby certifies that the foregoing is a full, true, and correct copy of the Bylaws adopted by unanimous consent of the Association's members and Directors as of September 28, 2010.

DATED this 30th day of September 2010

BY:



SECRETARY