



**BROOKWOOD
HOMEOWNERS'
ASSOCIATION
BYLAWS**

BYLAWS
OF
BROOKWOOD HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I
Offices

Section 1. Principal Office. The principal office of Brookwood Homeowners' Association, Inc., an Idaho non-profit corporation (the "Corporation") shall be located at 1410 N. Eagle Road, Eagle, Idaho 83616, or at such other location as may, from time to time, be designated by the board of directors of the Corporation.

Section 2. Registered Office. The registered office of the Corporation to be maintained in the State of Idaho shall be located at 1410 N. Eagle Road, Eagle, Idaho 83616, and may be changed from time to time by the board of directors.

ARTICLE II
Members

Section 1. Admission to Membership. For purposes of these Bylaws, the term "Lot" shall have the same meaning as that term is defined to have in that certain Declaration of Covenants, Conditions and Restrictions, recorded as Instrument No. 100013379, records of Ada County, Idaho, ("Declaration"). Every person or entity owning a Lot from and after the date of incorporation for the Corporation shall be entitled and required to be a member of the Corporation for so long as said person or entity continues to be an owner of a Lot. If title to any such Lot is held by more than one person or entity, the membership appurtenant to that Lot shall be shared by all such persons or entities in the same proportionate interest and by the same type of tenancy in which title to the Lot is held; provided that only one membership shall be appurtenant to each Lot, and any joint or common owners of said membership shall collectively appoint one person to vote that membership in the Corporation. No person or entity other than an owner of a Lot may be a member of the Corporation, and a membership may not be transferred except in connection with the transfer of the Lot to which it is appurtenant, or an interest in such Lot. Conditions of membership and procedures for suspension or termination of a membership by the Corporation may be established from time to

time by the Board of Directors.

Section 2. Classes of Membership. The Corporation shall have one class of membership.

ARTICLE III

Meetings

Section 1. Annual Meetings. An annual meeting of the members shall be held during the month of February in each year beginning in the year 2001, with the exact date, time, and place of the meeting to be established by the Board of Directors, 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 upon the request of not fewer than 50% of the members of the Corporation.

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 meeting for any annual meeting or 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. Not later than three days prior to the date of any regular or special meeting of the members, notice of said meeting, including the time, place, and purpose of the meeting, shall be given to each member by personal service, by telephone, or by mail; provided, however, that if notice is given by mail, it shall be placed in the U.S. mail, postage prepaid, addressed to the member to whom it is directed at his last known address, not later than seven days prior to the date of the meeting.

Section 5. Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of the Idaho Non-Profit Corporation Act as set forth in Title 30, Chapter 3, Idaho Code (the "Act") or under the provisions of the Articles of Incorporation for the Corporation (the "Articles") or these Bylaws, or by the Declaration, 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 all meetings of the membership 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

