

**BYLAWS  
of  
CRYSTAL VIEW OWNERS ASSOCIATION, INC.**

**A Nonprofit Corporation**

**ARTICLE I. OFFICES**

The Corporation shall continuously maintain in the State of Idaho a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the state. Until changed by resolution of the Board of Directors, the registered office in the State of Idaho shall be located at:

476534 US-95 D  
Ponderay, Idaho 83852

**ARTICLE II. MEMBERS**

SECTION 1. QUALIFICATION. Membership in the Corporation shall consist of the Owners of each of the Lots on the Property consisting of Crystal View II, a part of the Schweitzer Mountain Planned Unit Development, as set forth more fully in the Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Crystal View II recorded MAY 16<sup>TH</sup>, 2024 as Instrument No. 1033422, records of Bonner County, Idaho (the "Declaration"). Capitalized terms not otherwise defined herein shall have the meaning given in the Declaration.

SECTION 2. TRANSFER OF MEMBERSHIP. The rights of each Owner shall be appurtenant to his or her ownership of a Lot, may not be separated from said ownership, and shall automatically pass to the heirs, successors and assigns (including mortgagees) of an Owner upon the recordation of the change in ownership of the Lot in the public records of Bonner County, Idaho, and in the records of the Corporation.

SECTION 3. ANNUAL MEETING. An annual meeting of the Members shall be held at such place as the Board of Directors may designate pursuant to Section 5, below, at such time as shall be designated by the Board of Directors upon notice duly given, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. Such meeting may be conducted in person or through an electronic or hybrid meeting model as approved by the Members or otherwise established in accordance with applicable law. A Member participating in a meeting by these means is deemed to be present in person at the meeting. At the annual meeting: (a) the President and Treasurer shall report on the activities and financial condition of the Corporation and (b) the Members shall consider and act upon such

other matters as may be raised consistent with the notice requirements of section 30-30-505, Idaho Code.

SECTION 4. SPECIAL MEETINGS. Special meetings of Members may be called by the President, by a majority of the Board of Directors then in office, or by Members owning one-fourth (1/4) or more of the outstanding votes of the Corporation. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for Members to consider. Such meetings may be conducted in person or through an electronic or hybrid meeting model as approved by the Members or otherwise established in accordance with applicable law. A Member participating in a meeting by these means is deemed to be present in person at the meeting.

SECTION 5. PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Idaho, as the place of meeting for any meeting of Members. If no designation is made, then the place of meeting shall be the principal office of the Corporation in the State of Idaho.

SECTION 6. NOTICE OF MEETINGS. Written notice stating the place, date, and hour of the meeting shall be delivered, either personally, electronically or by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each Member entitled to vote at such meeting, not less than ten (10) (or, if notice is mailed by other than first class or registered mail, thirty (30)) nor more than sixty (60) days before the meeting date. If mailed, such notice shall be deemed to be delivered five (5) days after its deposit in the United States Mail, first class postage prepaid, or on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee, addressed to the Member at his address as it appears on the records of the Corporation. Notice of an annual or regular meeting shall include a description of any matter or matters that must be approved by the Members under the applicable provisions of Chapter 30, Title 30, Idaho Code. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 7. WAIVER OF NOTICE. A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 8. VOTING LIST. The Officers having charge of the membership records of the Corporation shall maintain a complete list of the Members entitled to vote at each meeting of Members or any adjournment thereof. The list shall be kept on file at the registered office of the Corporation or at the principal place of business of the Corporation, and any Member shall be entitled to inspect the list at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting, and shall be subject to the



inspection of any Member at any time during the meeting. If the requirements of this section have not been substantially complied with, then upon demand of any Member in person or by proxy, the meeting shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

SECTION 9. MEMBER QUORUM AND VOTING. Members holding a majority of the votes entitled to be cast, represented in person or by proxy (including virtual participation in person or by proxy in the case of an electronic or hybrid meeting model), shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the Members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of Members, unless the vote of a greater number is required by law, the Declaration, the Articles of Incorporation or these Bylaws.

SECTION 10. VOTES. Except as may otherwise be provided in the Declaration with respect to the voting of shares by the Declarant, each Member shall be entitled to one vote for each Lot owned. If a Lot is owned by two or more people, then the owners of that Lot shall designate in writing one owner as its proxy to cast its vote and represent that Lot. If a Lot is owned by a corporation, trust or other non-natural person who is a Member, then it shall designate in writing a natural person as its proxy to cast its vote and represent that Lot.

SECTION 11. PROXIES. Each Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for them by proxy. Every proxy shall be in writing and shall be signed by the Member or their otherwise duly authorized attorney in fact. No proxy shall be valid after the expiration of eleven months from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

SECTION 12. ACTION BY WRITTEN CONSENT. Any action required to be approved by the Members, or other action which may be taken at a meeting of the Members, may be approved without a meeting of Members if the action is approved by Members holding at least eighty percent (80%) of the voting power of the Corporation, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

SECTION 13. VOTING BY BALLOT. If the Board of Directors shall so designate in a meeting notice, the Members may vote by mail, electronic mail, or by absentee ballot (all of which shall constitute a written ballot for purposes of these Bylaws) on any corporate action that may be taken at any annual, regular or special meeting of Members. A written ballot for action taken without a meeting shall: (a) set forth each proposed action; and (b) provide an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot shall: (a) indicate the number of responses needed to meet the quorum requirements, and whether that can be met by both written absentee ballot and presence in person at a meeting; (b) state the percentage of approvals necessary to approve each matter other than election of directors; and (c) specify the time by which a ballot must be received by the Corporation in order to be counted. A

written ballot may not be revoked. Except where written absentee ballots are accepted (in which case all voting shall be by written ballot) voting on any question or in any election at an annual, regular or special meeting of the Members may be by voice, unless the presiding officer shall order or any Member shall demand that voting be by ballot.

### **ARTICLE III. DIRECTORS**

SECTION 1. GENERAL POWERS. Subject to the limitations of the Declaration, the Articles of Incorporation, these Bylaws, and the Idaho Nonprofit Corporation Act concerning corporate action that must be authorized or approved by the Members of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

SECTION 2. DUTIES AND SPECIFIC POWERS. The Board of Directors shall have all the powers, duties, and responsibilities as are now or may hereafter be provided by the Idaho Nonprofit Corporation Act, the Declaration, the Articles of Incorporation, and these Bylaws, including but not limited to the following:

- a. To make and enforce all Corporation rules and administrative rules and regulations covering the Property for the mutual benefit of the Members.
- b. To engage the services of a manager or managing company, accountants, attorneys, or other employees or agents and to pay to said persons a reasonable compensation therefore.
- c. To assess and collect the proportionate share of Common Expenses of the Owners.
- d. To enter into contracts, deeds, leases, or other written instruments or documents and to authorize the execution and delivery thereof by the appropriate officers.
- e. To open bank accounts on behalf of the Corporation and to designate the signatures therefore.
- f. To bring, prosecute, and settle litigation for itself, the Corporation and the Property, provided that it shall make no settlement which results in a liability against the Board of Directors, the Corporation, or the property in excess of \$5,000.00 without prior approval of a majority of the voting power of the Corporation.
- g. To own, purchase or lease, hold and sell, or otherwise dispose of, on behalf of the Members, items of personal property necessary to or convenient in the management of the business and affairs of the Corporation.
- h. To keep adequate books and records.



- i. To approve and sign checks and issue payment vouchers.
- j. To pay off liens against any of the Common Facilities.
- k. To do all other acts necessary for the operation and maintenance of the Association.

SECTION 3. DELEGATION OF AUTHORITY. The Board of Directors may delegate to a manager or managing company all of its foregoing powers, duties, and responsibilities referred to above except: the final determination of expenses, budgets and assessments based thereon; the promulgation of rules and administrative rules and regulations; the power to enter into any contract involving more than \$5,000.00, individually and in the aggregate in any one fiscal year; the opening of bank accounts; or to bring, prosecute or settle litigation.

Members of the Board of Directors, the officers and any assistant officer, agents, and employees of the Corporation (i) shall not be liable to the Members as a result of their activities as such for any mistake of judgment, negligence or otherwise, except for their own willful misconduct or gross negligence; (ii) shall have no personal liability in contract to a Member or any other person or entity under any agreement, instrument, or transaction entered into by them on behalf of the Corporation in their capacity as such; (iii) shall have no personal liability in tort to any Member or any person or entity, direct or imputed, by virtue of acts performed by them, or acts performed for them in their capacity as such; and (iv) shall have no personal liability arising out of the use, misuse, or condition of the System, which might in any way be assessed against or imputed to them as a result or by virtue of their capacity as such.

SECTION 4. NUMBER, TENURE AND QUALIFICATIONS. The number of Directors shall be the number of Directors elected from time to time in accordance with these Bylaws but shall never be less than three. The number of Directors may be increased or decreased from time to time by election in accordance with these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director or reducing the number of Directors to be less than three. The Directors need not be Members of the Corporation or residents of the State of Idaho. Until such time as all of the Lots in the Project have been sold to third parties (other than a transfer in bulk to Crystal View LLC), the Board of Directors shall be appointed by the Declarant. Thereafter, Directors shall be elected by the Members at the annual meeting of Members and shall serve until the next annual meeting of Members and until their successors have been elected and qualified.

SECTION 5. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after the annual meeting of Members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

SECTION 6. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

SECTION 7. ELECTRONIC MEETINGS. Directors may participate in a regular or special meeting by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by these means is deemed to be present in person at the meeting.

SECTION 8. NOTICE. Notice of any special meeting shall be given at least two (2) days previous thereto by notice to each Director either in person, by telephone or in writing (including electronic means) at his business address. The attendance of a Director at any such meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 9. QUORUM. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for transaction of business at any meeting of the Board of Directors, provided that less than a majority of the Directors present may adjourn the meeting at any time without further notice.

SECTION 10. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Declaration, these Bylaws, or the Articles of Incorporation.

SECTION 11. VACANCIES. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, may be filled by the Board of Directors until the next annual meeting of the Members.

SECTION 12. ACTION WITHOUT A MEETING. Unless specifically prohibited by the Declaration, Articles of Incorporation or Bylaws, any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all the Directors shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State or with anyone else.

SECTION 13. COMPENSATION. The Board of Directors shall not be entitled to compensation for serving as a Director in the absence of approval by a majority of the Members.



No Director shall be precluded from serving the Corporation in any other capacity and receiving compensation therefore.

SECTION 14. REMOVAL. At any meeting of Members called expressly for that purpose, any Director or Directors may be removed from office, with or without cause, by majority vote of the Members. New Directors may be elected by the Members for the unexpired terms of Directors removed from office at the same meetings at which such removals are voted. If the Members fail to elect persons to fill the unexpired terms of removed Directors, and if the Members do not intend to decrease the number of Directors to serve on the board, then the vacancies unfilled shall be filled in accordance with the provisions in these Bylaws for vacancies.

SECTION 15. PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

#### **ARTICLE IV. OFFICERS**

SECTION 1. NUMBER. The Officers of the Corporation shall be a President, Secretary and Treasurer, or other officers as may be elected by the Board of Directors from time to time. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The Officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT. The President of the Corporation shall preside over all Board of Directors and Members meetings, shall have the general supervisory authority over the

management and operations of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. He shall execute all authorized conveyances, contracts or other obligations in the name of the Corporation except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

SECTION 5. TREASURER. The Treasurer shall be the principal accounting and financial officer of the Corporation. They shall:

- a. Have charge of and be responsible for the maintenance of adequate books of account for the Corporation.
- b. Have charge and custody of all funds and securities of the Corporation, and be responsible therefor and for the receipt and disbursement thereof.
- c. Perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors may determine.

SECTION 6. SECRETARY. The Secretary shall:

- a. Record the minutes of the Members' and of the Board of Directors' meetings in one or more books provided for that purpose.
- b. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- c. Be custodian of the corporate records and the seal (if any) of the Corporation.
- d. Keep a register of the contact information of each Member, including post-office address, email address and telephone number, which shall be furnished to the Secretary by such Member.
- e. Sign with the President, or a Vice President, or any other officer thereunto authorized by the Board of Directors, certificates of membership in the Corporation if and when authorized by the Board of Directors, and any contract, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws.
- f. Have general charge of the membership transfer books of the Corporation.



g. Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## **ARTICLE V. ASSESSMENTS**

SECTION 1. ASSESSMENTS. Assessments shall be computed and assessed against the Lots in accordance with the procedure and terms set forth in the Declaration.

### **SECTION 2. LIEN OF ASSESSMENTS.**

a. All sums assessed to any Lot for the reasonable costs incurred in the operations of the Association, together with interest thereon, shall be secured by a lien on such Lot in favor of the Corporation, in accordance with Section 55-3207, as the same may be amended from time to time.

b. In the event that title to a Lot is transferred by foreclosure, the Board of Directors shall give notice in writing to the sheriff or foreclosing party of any unpaid assessments for expenses which are a lien against the Lot, and for any expenses of or advances by the Board of Directors which have not theretofore been reduced to a lien, which shall be paid out of the proceeds of the sale prior to the distribution of any balance to the former Owner against whom the execution was issued or foreclosure brought. The purchaser at such foreclosure sale and the Lot involved shall not be liable for unpaid assessments for expenses and for any expenses of or advances by the Board of Directors for which a lien was not recorded prior to the foreclosure sale of the Lot. Any unpaid assessments which cannot be promptly collected from the former Owner shall be reassessed by the Board of Directors as an expense to be collected from all of the Owners, including the purchaser who acquired title at the foreclosure sale, his successors and assigns. To protect its right to collect unpaid assessments for expenses which are a lien against a Lot, and for any expenses of and advances by the Board of Directors, the Board of Directors may on behalf of all the owners purchase the Lot at foreclosure sale, provided such action is authorized by the affirmative vote of a majority of the members of the Board of Directors.

### **SECTION 3. ENFORCEMENT.**

a. No Owner may exempt themselves from liability for expenses by waiver of the use or enjoyment of the Common Facilities or by abandonment of his Lot. All assessments shall be a separate, distinct, and personal liability of the Owner at the time each assessment is made. Suit to recover a money judgment for such personal obligation shall be maintainable by the Board of Directors without foreclosing or waiving the lien securing the same.

b. The Board of Directors shall have the rights and remedies contained in the Declaration, the Articles of Incorporation and these Bylaws to enforce the collection of assessments. In all cases where all or part of any assessments and advances by the Board of Directors cannot be promptly collected from the persons or entities liable therefore under the

Declaration, the Articles of Incorporation or these Bylaws, the Board of Directors shall reassess the same as a common expense, without prejudice to its rights of collection against such persons or entities.

c. In addition to and not limited by any other remedy provided for herein, the Board of Directors may restrict or deny the right to vote and/or the use and enjoyment of the Common Facilities to any Owner, his family, guests or assigns who is delinquent in the payment of any assessment.

## **ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, 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 2. LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors, upon approval of a majority of the Members.

SECTION 3. CHECKS, DRAFTS, ETC. All check, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE VIII. BOOKS, RECORDS AND REPORTS**

SECTION 1. REPORT TO MEMBERS. The Corporation shall send an annual report to the Members of the Corporation not later than sixty (60) days after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation.

SECTION 2. INSPECTION OF CORPORATE RECORDS. Any Member shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes and records of meetings of the Corporation. Upon the written request of any Member, the Corporation shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Corporation before such financial



statements are available for its last fiscal year, the Corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation in Coeur d'Alene, Idaho, shall be kept for at least ten (10) years, and shall be subject to inspection during business hours by any Member, in person or by duly authorized agent.

#### **ARTICLE IX. NONPROFIT OPERATION**

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Directors or Officers without full consideration. The Corporation may contract in due course with its Members, Directors and Officers without violating this provision.

#### **ARTICLE X. FISCAL YEAR**

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

#### **ARTICLE XI. INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Idaho Business Corporation Act and the Idaho Nonprofit Corporation Act.

#### **ARTICLE XII. WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Business Corporation Act of the State of Idaho, 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.

#### **ARTICLE XIII. AMENDMENTS**

The power to make, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors; provided that any such amendment may be altered, amended or repealed by vote of the Members, or a new Bylaw in lieu thereof may be adopted by the Members.

#### **ARTICLE XIV. CONSTRUCTION**

The Articles of Incorporation and these Bylaws are to be construed together with the Declaration, the Idaho Nonprofit Corporation Act and the Idaho Homeowner's Association Act (Chapter 32, Title 55, Idaho Code), for the operation and management of Crystal View II, the

Property and the Association. In the event of conflict, the terms and provisions set forth first in the statutes, and then the Declaration, shall control.

### **CERTIFICATE OF ADOPTION OF BYLAWS**

#### Adoption of First President

The undersigned persons elected by the Board of Directors to act as the First President and Secretary of the above-named Corporation hereby adopt the same as the Bylaws of said Corporation.

Dated this 15<sup>TH</sup> day of MAY, 2024.



#### Certificate by Secretary

I DO HEREBY CERTIFY AS FOLLOWS:

That I am the duly elected, qualified and acting Secretary of the above-named Corporation; that the foregoing Bylaws were adopted as the Bylaws of said Corporation on the date set forth above by the person elected by the Members to act as the First President of said Corporation; and that the Articles of Incorporation of this Corporation do not expressly permit its Members to adopt, amend, alter, revoke or repeal the Bylaws of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of May, 2024.





**ORGANIZATIONAL MINUTES  
OF  
CRYSTAL VIEW OWNERS ASSOCIATION, INC.**

(Action by Unanimous Consent Without Meeting)

We, the undersigned, being all of the directors of Crystal View Owners Association, Inc. who would be entitled to vote upon the resolutions hereinafter set forth at a formal meeting of the directors of said corporation held for the purpose of acting upon such resolutions, do hereby consent to the adoption of the following resolutions to the same extent and to have the same force and effect as if adopted at a formal meeting of the directors of said corporation:

RESOLVED, that the organization and incorporation activities of the Incorporator are hereby ratified as the act and deed of the corporation, and that all expenses pursuant thereto be an expense of this corporation. The officers are hereby authorized to pay or reimburse the Incorporator for all incorporation expenses and legal fees incurred by them.

RESOLVED, that the following persons shall be officers of the corporation to serve until the next annual meeting of the board of directors and until the election and qualification of their respective successors (or until removed, with or without cause) by the board of directors:

President: Lance Badger

Vice President: Jeff Kyle

Secretary/Treasurer: Brynn Klind

RESOLVED, the fiscal year of the corporation shall end on the 31<sup>st</sup> day of October of each year.

RESOLVED, that Tom Curtiss be and is hereby appointed the agent for this corporation, in charge of the resident office of the corporation, and that the resident office be located at 476534 US-95 D, Ponderay, Idaho 83852.

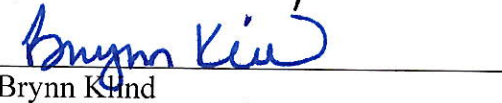
RESOLVED, that Panhandle Management, Inc. be and is hereby retained as the managing entity for the Association, for a period of one (1) year ending April 30, 2025, in accordance with the Management Agreement dated April 19, 2024.


RESOLVED, that Schweitzer Mountain Properties, LLC as the sole Member of the corporation and pursuant to Idaho Code 30-30-504, has consented to the conduct of Annual and Special Meetings of the Members in person or through an electronic or hybrid meeting model, as may be determined by the Board of Directors. as approved by the Members or otherwise established in accordance with applicable law. A Member participating in a meeting by these means is deemed to be present in person at the meeting.

RESOLVED, that the board of directors having reviewed the proposed Bylaws, the same are hereby adopted and shall be inserted in the minute book of the corporation by the Secretary.

IN WITNESS WHEREOF, we have hereunto set our hands as Directors of the corporation, and affix the corporate seal effective this 15<sup>TH</sup> day of MAY, 2024.

  
Lance Badger

  
Brynn Klind

  
Jeff Kyle