

**CONSENT RESOLUTION OF  
THE BOARD OF DIRECTORS OF  
BAINBRIDGE OWNERS ASSOCIATION INC.**

The undersigned, being all of the Directors of BAINBRIDGE OWNERS ASSOCIATION INC., an Idaho non-profit corporation ("HOA"), do hereby take the following corporate actions without a meeting in accordance with the general corporation laws of the State of Idaho and the constituent documents of the corporation:

WHEREAS, Article IX, Section 9.01 of the Bylaws of the Bainbridge Owners Association Inc., effectively dated April 28, 2004 ("Bylaws") allows the Board of Directors to alter, amend or repeal and replace the Bylaws at any regular or special meeting;

WHEREAS, Article III, Section 3.07 of the Bylaws allows the Directors to take any action required or permitted to be taken without a meeting if prior to such action, all members of the Board of Directors execute a written consent approving such action.

WHEREAS, Article III, Section 3.01 provides that the Association shall be managed by an initial Board of Directors comprised of two (2) to seven (7) persons and that number may be increased or decreased by an amendment of the Bylaws.

WHEREAS, the current Board desires to modify the number of Directors comprising the Board to be three (3) persons, five (5) persons or seven (7) persons only.

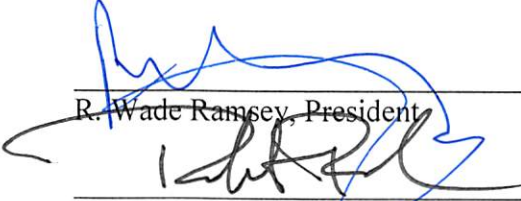
WHEREAS, the undersigned, representing all of the Directors of the Corporation, intend by this Resolution to authorize the execution of all instruments and documents of whatever kind in connection therewith, to amend the Bylaws to increase the number of Directors

NOW, THEREFORE, BE IT RESOLVED that the Bylaws are amended and supplemented to increase the number of Directors as further provided in the First Amendment to Bylaws of Bainbridge Owners Association, Inc., ("Amendment") in the form attached hereto as Exhibit A; and it is

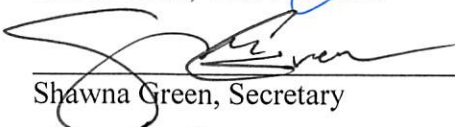
FURTHER RESOLVED, that all instruments, including the Amendment, or any actions taken by the Board of Directors as authorized by the foregoing resolutions, are hereby ratified and approved by the Corporation; and it is

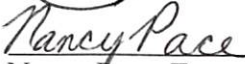
FURTHER RESOLVED, that this Resolution may be executed in any number of counterparts, and once so executed by all Directors of the Company, each such counterpart shall be deemed to be an original instrument, but all such counterparts together shall constitute but one (1) Resolution. A facsimile of a signature page evidencing the signature of a Director

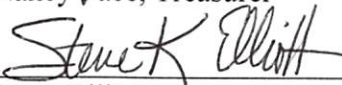
The undersigned have executed this Consent Resolution effective as of the 27 day of March, 2023. This resolution may be executed by facsimile and in counterparts.

  
\_\_\_\_\_  
R. Wade Ramsey, President

  
\_\_\_\_\_  
Robert Rock, Vice President

  
\_\_\_\_\_  
Shawna Green, Secretary

  
\_\_\_\_\_  
Nancy Pace, Treasurer

  
\_\_\_\_\_  
Steve Elliott, Director

**EXHIBIT A**

**Form of First Amendment to Bylaws**

**FIRST AMENDMENT TO BYLAWS OF  
BAINBRIDGE OWNERS ASSOCIATION INC.**

THE BYLAWS of BAINBRIDGE OWNERS ASSOCIATION, INC., an Idaho non-profit corporation, ("Bylaws") are hereby amended as follows:

1. Article III, Section 3.01 of the Bylaws is deleted in its entirety and replaced with the following:

**Section 3.01 Number of Directors.** The business of the Association shall be managed by a Board of Directors comprised of not less than three (3), five (5) or seven (7) persons, none of whom shall be required to be a Member of the Association. The number of Directors may be increased or decreased by amendment of these Bylaws, provided that at no time shall said number of Directors be less than three (3) or more than seven (7). The number of Directors from time to time may vary within the range stated above, as may be elected as provided herein.

2. Article III, Section 3.02 of the Bylaws is deleted in its entirety and replaced with the following:

**Section 3.02 Elections—Term of Office.** The Directors shall each serve a term of two (2) years and/or until the next election of Directors. The term of Directors shall be staggered so that at least one Director's term shall expire annually.

(a) During 2023, and each odd-numbered year following, an odd number of Directors shall be elected to a 2-year term (i.e., one (1) Director serving a 3-person Board, or three (3) Directors serving a 5- or 7-person Board). Each Director so elected shall hold office for the term elected and until his/her successor is elected and qualified.

(b) During 2024, and each even-numbered year following, an even number of Directors shall be elected to a 2-year term (i.e., two (2) Directors serving a 3- or 5-person Board, or four (4) Directors serving a 7-person Board). Each Director so elected shall hold office for the term elected and until his/her successor is elected and qualified.


Except as herein amended, the provisions of the Bylaws shall remain in full force and effect.

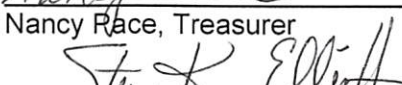
Approved by the Board of Directors effective March 27, 2023.

  
\_\_\_\_\_  
R. Wade Ramsey, President

  
\_\_\_\_\_  
Robert Rock, Vice President

  
\_\_\_\_\_  
Shawna Green, Secretary

  
\_\_\_\_\_  
Nancy Pace, Treasurer

  
\_\_\_\_\_  
Steve Elliott, Director