

**2012 AMENDED AND RESTATED BYLAWS OF
THE CAPTAIN KIDD ASSOCIATION, INC.**

ARTICLE I

Name and Location

The name of the corporation is The Captain Kidd Association, Inc., hereinafter referred to as the "Association." The principal place of business of the Association shall be such place as last designated with the Idaho Secretary of State's office. The Association may, however, maintain offices and places of business at such other places as the Board of Directors ("Board") may determine and meetings of Members and Directors may be held at such places as may be designated by the Board of Directors.

ARTICLE II

Definitions

Section 1. "Association" shall mean and refer to The Captain Kidd Association, Inc., its successors and assigns.

Section 2. "Common area" shall mean all real property owned by the Association for the common use and enjoyment of the Members. "Common area" is specifically identified by parcel number 50N04W354673 and AIN as 163689 according to the records of Kootenai County, located in Coeur d'Alene, Idaho. "Common area" includes docks, swim beach, gazebo, parking area and picnic/grass area owned by the Association.

Section 3. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title of any lot or parcel located within the boundary defined the Articles of Incorporation of the Association, but excluding those having an interest merely as security for the performance of an obligation.

Section 4. "Member" shall mean and refer to those Owners of property within the boundary of the Association who are current in the payment of their annual Membership dues. Annual payment allows the Member to use the Common Area and lease a boat slip, based upon availability, and to vote on matters brought before the membership.

Section 5. "Wait List" shall mean a list maintained by the Secretary or Treasurer that identifies which Members have requested a slip when there currently are none available. The "Wait List" shall be kept in the order the requests are received, on a first come-first served basis.

ARTICLE III

Fiscal Year

The fiscal year of the Association shall be the calendar year unless otherwise changed by the Board of Directors of the Association.

ARTICLE IV

Membership

Section 1. An Owner who is not currently a Member may join the Association by paying an initiation fee. The initiation fee is set by the board. Owners that were previously Members must either pay the initiation fee or the unpaid dues and fees (whichever is less) to become a current Member. Membership shall entitle the Members and individuals of the Members immediate family, guests, and tenants to use the Common Area and recreational facilities of the Association as provided and set forth in regulations adopted by the Board of Directors. Members are responsible to ensure that their guests and tenants are aware of and follow association rules.

Section 2. Each property is entitled to one Membership and thus one vote. There are a total of 51 properties and hence 51 possible Memberships in the Association boundaries. See the Articles of Incorporation or the Association website (www.captainkiddhomeowners.com) for a list of properties in the Association.

Section 3. In addition to the initiation fee as provided for above, Members shall also be obligated to pay other fees as set forth below or as established by the Board of Directors for the Association. Fees must be clearly identified and subsequent timely notice must be given to Members by the Secretary/Treasurer through appropriate billing statements.

Section 4. The right to lease and use the Association's boat slips is reserved for those Members who are in good standing, and is based upon availability. Each year, each Member will be offered a renewal of their previously leased slip first. If the payment is not received by the due date, the slip will be offered to the next Member on the Wait List. The sale of real estate within the boundaries of the Association does not transfer any boat slip rights, which may have previously been held by the current Owner, to the new Owner. The new available slip will be offered to the first Member on the Wait List. If there are no Members on the Wait List, then the slip will be offered to the new Owner, providing they have paid their annual dues and fees to the Association.

ARTICLE V

Meeting of Members

Section 1. The annual meeting of Members shall be held each year at such place and date as shall be designated by the Board of Directors (generally late June or early July) upon notice duly and regularly given.

Section 2. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request signed by a majority of the Members of the Association. The purpose of every special meeting shall be stated in the notice thereof, and no business shall be transacted at such special meeting except those matters as are specified in such notice.

Section 3. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten days and not more than forty-five days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meetings, and in the case of a special meeting, the purpose of the meeting.

Section 4. The presence at the meeting of a majority of the total Members of the Association, including member proxies, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as set forth above shall be present or be represented. The voting powers of the Membership of the Association shall be equal and each Member shall have one vote for each lot or parcel within the Association boundaries that are current with their annual membership fees.

Section 5. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and provided to the Secretary or President of the Association prior to the start of the meeting. Each proxy shall be revocable.

Section 6. The order of business at regular meetings and so far as possible at other meetings shall be:

- 1) Calling to order and proof of quorum.
- 2) Proof of notice of meeting.
- 3) Reading and action on any unapproved minutes.
- 4) Reports of officers and committees.
- 5) Election of Directors when needed.
- 6) Unfinished business.
- 7) New business.
- 8) Adjournment.

ARTICLE VI

Board of Directors

Section 1. The affairs of this Association shall be managed by a Board of Directors consisting of a minimum of 5 Members, all of who shall be Members of the Association. At each annual meeting thereafter, the Members of the Association shall elect for a term of three years the number of Directors whose terms of office have expired.

Section 2. Any Director may be removed from the Board with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation, or removal of a Director, a successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his or her predecessor. If a Director surrenders their Membership in the Association, this action shall operate to disqualify him or her as a Director and to create a vacancy in the office of Directors.

Section 3. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. No Director shall receive compensation for any service the Director may render to the Association, except as approved by the Members of the Association. However, any Director may be reimbursed for actual approved expenses incurred in the performance of his or her duties.

Section 5. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval (including email) of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 6. The Members at the annual meeting of the Association shall make nominations for election to the Board of Directors. Election to the Board of Directors shall be by show of hands. At such election, the Members with proxies may cast, in respect to each Director position being elected, one vote for each Member. The person(s) receiving the largest number of votes shall be elected. The Director or Directors so elected shall assume the office effective immediately following the meeting at which they were elected.

ARTICLE VII

Meetings of Directors

Section 1. A regular meeting of the Board of Directors shall be held within one month's time of the annual meeting of the Members.

Section 2. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two Directors, after not less three (3) days notice to each Director. Notices may be sent by mail, email, text message or phone call. If such notice shall be provided by mail, an additional three (3) days (for a total of six (6) days notice from date of mailing of such notice) shall be added to the notice period.

Section 3. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VIII

Powers and Duties of the Board of Directors

Section 1. The Board of Directors shall have the power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of individuals thereon, and to establish penalties for the infraction thereof.

(b) Suspend the voting rights and right to use the Common Areas and recreation facilities of a Member during any period in which such Member shall be in default in the payment of any Membership fee or other assessment levied by the Association. Such rights may also be suspended after a notice and hearing, for a period not to exceed sixty days for infraction of published rules and regulations.

(c) Exercise for the Association all powers, duties and authorities vested in or delegated to this Association and not reserved to the Membership by other provisions of these Bylaws or the Articles of Incorporation.

(d) Declare any Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive meetings of the Board of Directors.

(e) To employ independent contractors or such other employees as they deem necessary and to prescribe their duties.

(f) To select and appoint all Directors with additional roles of the Association or remove such Directors with additional roles with or without just cause, prescribe such duties and designate such powers as may not be inconsistent with these Bylaws.

(g) To borrow from any source money, goods or services, to make and issue notes and other negotiable and transferable instruments, mortgages, deeds of trust and trust agreements, and to do every act and thing necessary to effectuate the same.

(h) To select one or more banks to act as depositories of the funds of the Association and to determine the manner of receiving, depositing and disbursing the funds of the Association in the form of checks and the person or persons by whom the same shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will.

(i) To levy assessments against the Members of the Association and to enforce the collection of such assessments by the cancellation of Membership or otherwise, and to provide reasonable rates and charges for the use of the recreational facilities, boat moorage and other facilities as may be provided by the Association, such charges to always be sufficient to pay all operating, maintaining expenses, reserve to pay indebtedness, interest and a reasonable sum as surplus fund, and to enforce the same by cancellation of Membership or otherwise.

(j) To fix the charges to be paid by each Member for services rendered by the Association to such Member, the time of payment, and the manner of collection.

(k) Procure and maintain such liability and hazard insurance on property owned by the Association, as the Board of Directors deems reasonable and appropriate.

Section 2. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all of its acts and corporate affairs.

(b) Supervise all officers, agents and employees of this Association and to see that their duties are properly performed.

(c) Ensure the Common Area and facilities are maintained.

Section 3. Liability: the Association shall indemnify, defend and hold harmless, the Board of Directors for all actions of the Board performed on behalf of the Association in the discharge of their duties. The Board of Directors shall not be liable to any Member, regardless of status, for any damage, loss, or prejudice resulting from any action taken in good faith on a matter submitted for approval, or failure to approve any matter submitted.

ARTICLE IX

Board of Directors Officers

Section 1. The duties of the offices are as follows:

President

(a) The President shall preside over all meetings of the Association and the Board of Directors; shall call special meetings of the Association and of the Board of Directors, perform all acts and duties usually performed by an executive and presiding officer, and sign all papers of the Association as he or she may be authorized or directed to sign by the Board of Directors, provided that the Board of Directors may authorize any person to sign any and all checks, contracts, and other instruments in writing on behalf of the Association. The President shall perform such other duties as may be prescribed by the Board of Directors.

Vice President

(b) In the absence or disability of the President, the Vice President shall perform the duties of the President; provided, however, that in case of death, resignation or disability of the President, the Board of Directors may declare the office vacant and elect a successor.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; and shall prepare a statement of income and expenditures to be presented to the Membership at its regular annual meeting, and to be made available to each of the Members. The offices of Secretary and Treasurer, at the discretion of the Board, may be held by the same person.

Section 2. The election of Officers of the Board of Directors shall take place at the first meeting of the Board of Directors following the election of new Directors at the annual meeting of the Members.

Section 3. The Board shall elect the officers of this Association and each shall hold office for three (3) years from date of election, unless he or she shall sooner resign or shall be removed.

Section 4. The Board of Directors may elect such other officers with special duties as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the office he or she replaces.

ARTICLE X

Benefits and Duties of Members

Section 1. The Association will maintain common area and recreational facilities and provide such other and further facilities and services to the Members as may from time to time be determined by the Board of Directors, all

of which facilities and the Common Area upon which they are located or appurtenant, shall be owned and maintained by the Association. The cost of installation and maintenance thereof shall be at the expense of the Association.

Section 2. Each Member shall be entitled to the general use of the Common Area and the facilities provided for the general use of all Members for which the Common Area serves and for which there shall be paid a regular annual fee for each Membership, as determined by the Board of Directors.

Additional service facilities may also be provided by the Association as the Board of Directors may from time to time determine and additional charges therefore may be made as are determined by the Board of Directors. Should any of the Common Areas or facilities have insufficient capacity to serve all Members desiring the same, the same shall be provided in accordance with rules and regulations as established by the Board of Directors.

Section 3. The Board of Directors shall, prior to the first day of March of each year, determine the regular annual fee to be charged each Member for the current calendar year for the Common Area and recreational facilities. In addition, the Board of Directors shall determine the fees to be charged for such additional services as may be provided. The Members shall be notified in writing of the amount of such charges and the dates for payment thereof, which notice shall be provided to the Members not later than March 31 of each year by means of a billing statement from the Secretary / Treasurer. All such fees as determined by the Board shall be due and payable on or before May 1; otherwise, a late charge shall become due and owing. The Board of Directors shall have the authority to change the amount and terms of late charges as long as Members are notified of any such changes at least thirty days before such fees would become due and payable and such late charge would be assessed. In addition to the assessment of the late charge, the Board of Directors shall have the right to suspend the privileges of a Member to utilize the Common Area and recreational facilities until such time as Member pays all fees owing to the Association, together with all late charges, in full. After reasonable means of collection of delinquent fees and late charges have been exhausted, the Board reserves the right to attach appropriate liens on properties that have been determined to be in arrears of said fees and charges.

ARTICLE XI

Amendments

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by the affirmative vote of majority of the Members present at such meeting, provided a quorum is present.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Articles of Incorporation, these Bylaws, and the laws of the State of Idaho, the laws of the State of Idaho will control.

ARTICLE XII

Rules Governing Common Area

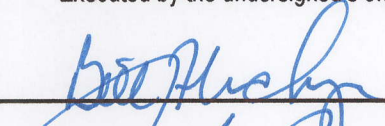
Section 1. Rules of the Association regarding the Common Area shall be determined by the Board of Directors, and amended from time to time. These rules shall be posted on the website and distributed annually to the Members.

ARTICLE XIII

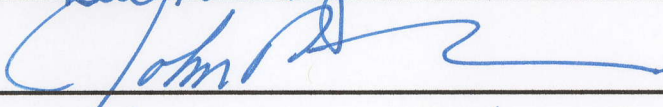
ADOPTION OF BYLAWS

Section 1. Adoption: We the undersigned, being all of the Directors of The Capt. Kidd Association, Inc., do hereby assent to the within and foregoing Bylaws and hereby adopt the same as Bylaws of the Association through a majority vote of the Membership at the annual Membership meeting.

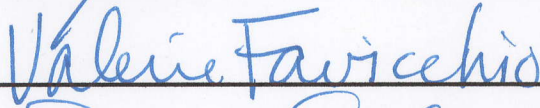
Executed by the undersigned's on the 24th day of July, 2012.



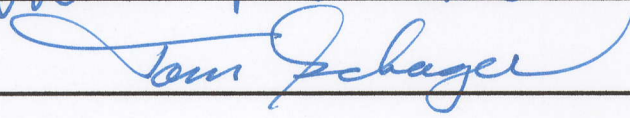
Bill Flerchinger, President



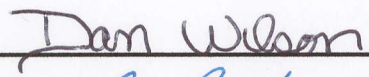
John Bowman, Vice President



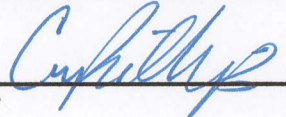
Valerie Favicchio, Secretary/Treasurer



Tom Schager, Director



Dan Wilson, Director



Cory Phillips, Director