

**BY-LAWS  
OF  
SKY RANCH BUSINESS CENTER SUBDIVISION OWNERS' ASSOCIATION, INC.**

**ARTICLE I. Offices**

The principal office of the corporation in the State of Idaho shall be located in the City of Caldwell, Idaho. The corporation may have such other offices, either within or without the State of Idaho, as the board of directors may designate or as the business of the corporation may require from time to time.

The registered office of the corporation required by the Idaho Business Corporation Act to be maintained in the State of Idaho may be, but need not be, identical with the principal office in the State of Idaho, and the board of directors may change the address of the registered office from time to time.

**ARTICLE II. Members**

Section 1. Annual Meetings. The annual meeting of the members shall be held on the second Tuesday in the month of January each year or on any other date set by the Board of Directors, beginning with the year 2008, at the hour of nine o'clock a.m., or at such other time on such other day within such month or as shall be fixed 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. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the board of directors shall cause the election to be held in a special meeting of the members as soon thereafter as conveniently may be held.

Section 2. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the board of directors, and shall be called by the president or at the request of the not less than one-fifth of all lots entitled to vote at the meetings.

Section 3. 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 an annual meeting or for any special meeting called by the board of directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Idaho, as the place for the holding of such meeting. If no designation is made, or if a special meeting were otherwise called, the place of meeting shall be the principal office of the corporation in the State of Idaho.

Section 4. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or other persons calling the

meeting, to each member of record entitled to vote at such meetings. If mailed, such notice shall be deemed to be delivered when deposited in the United States' mail, addressed to the member at the member's address as appears on the stock transfer books of the corporation or at such other last known address of which the corporation may have notice, with postage thereon prepaid. All members who attend a members' meeting automatically waive the notice requirement.

**Section 5. Quorum.** A majority of the lots entitled to vote, represented in person or by proxy by the owners thereof (Lots) in accordance with Article VI, Owners' Associations, Paragraph E. Membership Classes and Voting, Paragraph 1 Class A, of the Sky Ranch Business Center Declaration of Covenants, Conditions and Restrictions (hereinafter Declaration) as amended from time to time, shall constitute a quorum at a meeting of members, but in no event shall a quorum consist of less than one-third (1/3) of the Lots entitled to vote at a meeting. If a quorum is present at a meeting, a majority of Lots so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

**Section 6. Voting.** Voting shall be in accordance with Article VI, Owners' Associations, Paragraph E. Membership Classes and Voting, Paragraph 1 Class A, of the Sky Ranch Business Center Declaration of Covenants, Conditions and Restrictions (hereinafter Declaration) as amended from time to time.

**Section 7. Informal Action by Members.** Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

**Section 8. Stock.** The corporation shall not issue any shares of stock. Membership may be reflected by the issuance of Certificates of Membership as determined by the Board.

### ARTICLE III. Board of Directors

**SECTION 1. General Powers.** Its board of directors shall manage the business and affairs of the corporation.

**Section 2. Number, Tenure and qualifications.** The number of directors of the corporation shall be two (2). Each director shall hold office until the next annual meeting of members and until a successor shall have been elected and qualified. Directors need not be residents of the State of Idaho or members of the corporation. The number of directors of the corporation may be changed by a two-thirds (2/3) majority vote of the members of the corporation.

**Section 3. Regular Meetings.** A regular meeting of the board of directors shall be held without other notice than this by-law immediately after and at the same place as the annual meeting of members. The board of directors may provide, by resolution, the time and place, either within or without the State of Idaho, for the holding of additional regular meetings without other notice than such resolution.

**Section 4. 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, either within or without the State of Idaho as the place for holding any special meeting of the board of directors called by them.

**Section 5. Notice.** Notice of any special meeting shall be given at least three (3) days previously thereto by written notice delivered personally or mailed to each director at the director's business address by United States 'mail, electronic mail, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed delivered when entered into the electronic system, with hard copy mailed by United States mail as above provided. If notice is given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a 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 was not lawfully called or convened. The business to be transacted at, or the purpose of any regular or special meeting of the board of directors does not need to be specified in the notice or waiver of notice of such meeting.

**Section 6. Quorum.** A majority of the number of directors fixed by Section 2 of this Article shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a majority is present at a meeting, a majority of directors present may adjourn the meeting from time to time without further notice.

**Section 7. Manner of Acting.** The act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the board of directors.

**Section 8. Action Without a Meeting.** Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

**Section 9. Vacancies.** Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office. Any directorship to be filled by reason of any increase in the number of directors may be filled by election by the board of directors for a term of office continuing only until the next election of directors by the members.

Section 10. Compensation. By resolution of the board of directors, each director may be paid that director's expenses, if any, of attendance at each meeting of the board of directors, and may be paid a stated salary as director of a fixed sum for attendance at each meeting of the board of directors or both. No such payment shall preclude any director from servicing the corporation in any other capacity and receiving compensation therefor.

Section 11. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action of any corporate matter is taken shall be presumed to have assented to the action taken unless that director's dissent shall be entered in the minutes of the meeting or unless that director shall file a written dissent before the adjournment of the meeting. Such right to dissent shall not apply to a director who votes in favor of such action.

#### ARTICLE IV. Officers

Section 1. Number. The officers of the corporation shall be president, one or more vice-presidents (the number of which shall be determined by the board of directors), a secretary, a treasurer, each of whom shall be elected by the board of directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors. 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 the members. If the election of officers is not held at that meeting, the election shall be held as soon thereafter as may be conveniently set. Each officer shall hold office until that officer's successor shall have been duly elected and shall have qualified, or until that officer's death or resignation or removal by the board of directors as hereinafter provided. Officers need not be members of the corporation.

Section 3. Removal. The board of directors may remove any officer or agent whenever in the judgment of the board of directors the best interests of the corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of that officer's term.

Section 5. President. The president shall be the principal executive officer of the corporation and subject to the control of the board of directors. The president shall in general, supervise and control all of the business and affairs of the corporation and shall perform all duties as may be prescribed by the board of directors from time to time. The president shall, when present, preside at all meetings of the members, and of the board of directors. The president may sign, with the secretary or any other proper officer of the

corporation authorized by the board of directors, any deed, mortgage, bonds, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.

Section 6. Vice-President(s). In the absence of the president, or in the event of the president's death, inability or refusal to act, the vice-president, or in the event that there is more than one (1) vice-president, the vice-president in the order designated at the time of their election, or in the absence of any designation, then in the order of their election, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president may sign, with the secretary or assistant secretary all such instruments or documents as authorized by the board and president; and shall perform such duties as from time to time may be assigned to that vice-president by the president or by the board of directors.

Section 7. Secretary. The secretary shall:

- A. Keep the minutes of the proceedings of the meetings of the members and of the board of directors in one or more books provided for that purpose;
- B. See that all notices are duly given in accordance with the provisions of these by-laws and as required by law;
- C. Be custodian of the corporate records and of the seal of the corporation, if any, and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized;
- D. Keep a register of the post office address of each member, which shall be furnished, to the secretary by each member;
- E. Have general charge of the stock transfer books of the corporation; and,
- F. In general perform all duties incident to the office of secretary as well as such other duties as from time to time may be assigned to the secretary by the president or by the board of directors.

Section 8. Treasurer. The treasurer shall:

- A. Have custody and charge of and be responsible for all funds and securities of the corporation;
- B. Receive and give receipts for moneys due and payable to the corporation from any source whatever, and deposit all such moneys in the name of the corporation at such banks, trust companies or other depositories and shall be selected in accordance with the provisions of Article V of these by-laws; and,

C. In general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer 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 the treasurer's duties in such sum and with such surety or sureties as the board of directors shall determine.

Section 9. Salaries. The board of directors shall fix the salaries of the officers from time to time and no officer shall be prevented from receiving such salary by reason of the fact that the officer is also a director of the corporation.

#### ARTICLE V. 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 contracts 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 loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, 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 from 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 VI. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year, except 2007 when the fiscal year of the corporation shall commence on a date to be set by the board of directors.

#### ARTICLE VII. Corporate Seal

The board of directors may, but are not required to, provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation, the State of Idaho as the state of incorporation, and the words "Corporate Seal."

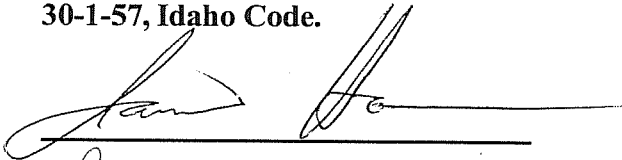
ARTICLE VIII. Waiver of Notice

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these by-laws, the Articles of Incorporation or under the provisions of the Idaho Business Corporations Act, 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 determined equivalent to the giving of such notice.

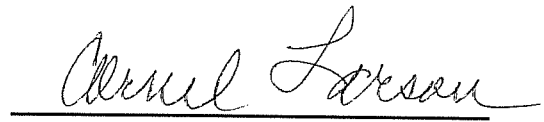
ARTICLE IX. Amendments

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the board of directors or by a majority of the members at any regular or special meeting.

WHEREFORE, each of the undersigned hereby certifies that the foregoing by-laws were unanimously adopted, approved and ratified by all of the directors of the corporation at an organizational meeting held on March 27<sup>th</sup>, 2007, pursuant to Section 30-1-57, Idaho Code.

  
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Susan Wood

  
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by Proxy