

**BYLAWS
OF
HARMON PROPERTY OWNERS ASSOCIATION, INC.**

I.

PRINCIPAL BUSINESS OFFICE

The principal business office of the Association in the State of Idaho shall be located in Kootenai County, ID. The Association may have such other offices as the Board of Directors may from time to time designate.

II.

DEFINITIONS

2.1 "Association" shall mean and refer to the Harmon Property Owners Association, Inc., its successors and assigns.

2.2 "Properties" shall mean and refer to that certain real property described in the Covenants of Restriction (First Addition), Restrictive Covenants Harmon's Second Addition, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

2.3 "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

2.4 "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties which is designated as a lot, with the exception of the Common Area.

2.5 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

2.6 "Declaration" shall mean and refer to the Covenants of Restriction (First Addition) and Restrictive Covenants Harmon's Second Addition applicable to the Properties as recorded in the office of the Kootenai County Recorder.

2.7 "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration. The mere acquisition or rental of any of the Lots of the Property, or the mere act of occupancy of any of the Lots, will signify that these Bylaws are accepted, ratified, and will be complied with.

III.

MEMBERS

1. Eligibility for Membership: The number of Members of this association, and the qualifications for their membership, shall be as set forth in the Declaration. Every person or entity who is an Owner of a Lot which, by the terms of the Declaration is subject to Assessments by the Association, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from the ownership of any Lot which is subject to assessment by the Association. Each member shall be entitled to one vote for each Lot owned, and one vote for a dwelling unit on any owned Lot in Harmon's Addition, on each matter submitted to a vote of the members. "Dwelling unit" is hereby defined as any shelter (including RVs) used for residential purposes for two or more consecutive weeks per calendar year.

2. Annual Meetings: An annual membership meeting shall be held within sixty (60) days after the close of the fiscal year of the Association (May 31st), unless the Board of Directors shall fix a different date. Written notice of the time and place of the annual membership meeting shall be given to each Member, by regular United States Mail, at the last address of such Member as shown on the books and records of the association, not less than thirty (30) days prior to the date of such meeting. Members shall have the right to elect to receive their notices through electronic communication, rather than regular postal delivery.

3. Special Meetings: Unless otherwise stated in the Declaration, special meetings of the membership may be held at any time upon request of the President of the Association, or in writing by not less than five of the Members. Any such request shall state the purpose for which the special membership meeting is being held. The Board of Directors shall establish the time and location of the special meeting. Written notice of the time and place of a special membership meeting shall be given to each Member as set forth in Section 2, above, and shall include a statement of the purpose of the meeting. Members representing 15 votes must be present in person or by proxy to conduct business at a special meeting.

4. Other Provisions Relating to Meetings: Membership meetings may also be called and held in any manner prescribed or permitted by Title 30, Chapter 3 of the Idaho Code, as the same may be amended from time to time.

5. Voting: Voting rights, and qualifications for voters, at any annual or special membership meeting, shall be as set forth in the Articles of Incorporation and Declaration. Members owning a Lot with a dwelling shall be entitled to two votes on each matter submitted to a vote of the members, one for the Lot and one for the dwelling unit. Members may vote in person or by proxy executed in writing, or by email to the Secretary by the Member designating the proxy. All proxies must be filed with the Secretary of the Association not later than the commencement of the meeting at which such proxy intends to vote for a Member. Proxies may be sent to all owners prior to the meeting. Quorum at any meeting may be accomplished through both proxies and actual physical presence of members. No proxy shall be valid for more than eleven months after its date of execution. All co-owners of a single lot may collectively cast only the vote allowed to their Lot, in the manner determined by a majority in interest of such co-owners.

6. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, at least fifty-percent (50%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Amended and Restated Master Declaration, or by these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote at such meeting shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

7. Action Taken Without a Meeting. Any action required by law to be taken at a meeting of the members, or any action which may 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 or to be taken, shall be signed by persons representing 50% of the total possible votes with respect to the subject matter thereof.

IV.

BOARD OF DIRECTORS

1. Number and Qualifications: The number of directors constituting the Board of Directors shall be seven (7), who shall be members of the Association.

2. Election; Term of Office: Directors shall be elected at each annual membership meeting and in the manner as set forth in the Covenants. Directors shall serve a term of office of one (1) year from the date of their election, and upon expiration of their term of office shall continue to serve as Directors until their respective successors have been duly elected and qualified.

3. Meetings: Regular meetings of the Board of Directors shall be held as determined from time to time by resolution of the whole Board of Directors. Special meetings of the Board of Directors may be called by any members thereof, upon not less than five (5) days advance notice to each of the other members. Such notice shall be sufficiently given when mailed, postage fully paid, to the last known address of such director, sent via electronic mail to the director's last known email address, or via phone, should the director agree to such forms of de-

livery. The necessity for formal notice of any special meeting may be dispensed with by unanimous consent of the whole Board of Directors, at any time affixed to the minutes of such special meeting. A simple majority of the Directors shall constitute a quorum for the transaction of regular business at any meeting of the Board of Directors.

4. Vacancies: Vacancies on the Board of Directors resulting from death, resignation, or removal from office of a Director, shall be filled by a majority vote of the remaining Directors. Any person so appointed to fill a vacancy shall serve until the next annual membership meeting, and until his or her successor has been duly elected and qualified.

5. Compensation: No director shall receive compensation for any service he or she may render to the Association that relates to his or her service as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

6. Action Taken Without a Meeting. Pursuant to the Idaho Non-Profit Corporation Act, the Directors shall have the right to take any action in the absence of a meeting which they could take in a meeting by obtaining the written, electronic (email), or telephone approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

7. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association present either in person or through proxy at any regular or special meeting of the membership. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the Meeting where the vote for his or her removal shall occur.

8. Powers. The Board of Directors shall have power to:

8.1 Adopt and publish rules and regulations governing the use of the common area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

8.2 Suspend the common area access rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association, or for any period in which a member or the member's lot does not comply with the terms of the Covenants, the Association's common-area rules, or these By-laws.

8.3 Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

8.4 Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

8.5 Employ a manager, an independent contractor, legal counsel, or such other employees as they deem necessary, and to prescribe their duties.

8.6 Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same.

9. Duties. It shall be the duty of the Board of Directors to:

9.1 Cause to be kept a complete administrative record of all its acts and corporate affairs, with the exception of confidential and sensitive information, and to present a statement thereof to the members at the annual meeting of the members, or at any duly called special meeting called for such purpose.

9.2 Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;

9.3 Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;

9.4 Send written notice, through regular mail, or via electronic mail if so authorized, of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

9.5 Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of the issuance of these

certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

9.6 Procure and maintain adequate liability and hazard insurance on property owned by the Association;

9.7 Cause all officers or employees having fiscal responsibilities to be bonded and insured, as it is appropriate;

9.8. Cause the Common Area to be properly maintained, according to the Terms of the Declaration, in the Directors' discretion;

9.9. Cause the community water system owned and operated by the Association to be maintained and operated in an efficient and functional manner;

10. Perform all other duties imposed upon the Board of Directors by the Association, the Declaration, the Articles of Incorporation, or the law.

V.

ASSOCIATION OFFICERS

1. Election: Terms of Office: All officers of the association shall be members of the Board of Directors, and their terms of office shall be prescribed by the membership at the annual meeting. The Officers of the corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and three Trustees.

2. Duties and Responsibilities: The powers, duties, and responsibilities of the officers of the association shall be as hereafter set forth, unless modified from time to time by resolution of the Board of Directors.

(a) President: The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings. He/she may sign, with the secretary, the treasurer, or any other three proper officers or board members, any Deeds, Mortgages, Bonds, Contracts, or other instruments which the members have authorized to be executed, and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the members.

(b) Vice President: A Vice President shall perform the duties and exercise the power of the President in case of the President's illness, disability, or temporary absence from the office of the association and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors or the President.

(c) Secretary: The Secretary shall keep the minutes of the meetings of the members in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; keep a register of the post office addresses, or provided email addresses, of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as may from time to time be assigned by the President or the Members.

(d) Treasurer: The treasurer shall have charge of and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories, and in general perform all of the duties incidental to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or the Members.

(d) Trustees: The Trustees shall serve to advise and assist the other Officers of the Association in any manner as necessary and to carry out any committee assignments or duties delegated to them.

VI.

INSURANCE

The Association shall procure and make payment of premiums upon casualty and other types of insurance covering improvements to all facilities and properties owned by the Association, public liability insurance covering occurrences in, on and about the areas and facilities owned by the Association, and appropriate coverage against liability of its officers and directors, covering such risks and in such policy limits as the Board of Directors deems appropriate. The Board of Directors is expressly authorized to decline to insure certain risks if in the discretion of the Board of Directors, the procurement of insurance covering such risks is not economically feasible or practicable for the association.

VII.

ASSESSMENTS

1. Purpose of Assessments: Members shall be subject to assessment for the purpose of road and dock maintenance, water system maintenance and operations, for paying the costs of administration and operation of the Association, and for the purpose of paying the costs of the services provided by the Association to its Members. The Board shall also be empowered to assess a reasonable fee each year for each dwelling unit on each purchased lot for road maintenance, dock maintenance, water system operations and/or other necessary or desirable purposes for the benefit of the corporation and its Members. The Board of Directors shall have the power to propose adjusted assessments as necessary from time to time, subject to approval by the members as outlined in the Declarations

2. Payments of Assessments: Assessments shall be payable at the amount determined by the Board of Directors of the Association, in accordance with the Declaration and Article VII, Section 1 of these Bylaws. All voted Assessments shall be apportioned on a basis of one assessment share to each purchased Lot and one Assessment share to each dwelling. Assessments shall be paid by members at such times and in such manner as may be designated by the Board of Directors in its notification to the Members of the amount assessed. The Board shall have the authority to approve installation payments of any assessments. Unpaid assessments shall constitute a lien upon any Lot or Lots owned by the Member whose assessments are unpaid, and may be enforced by any legal proceeding or method, including, but not limited to, foreclosure against the property owned by the delinquent member.

VIII

BOOKS AND RECORDS

1. Third-Party Agents: The Association shall have the right and responsibility to hire any third-party agents to perform professional services such as bookkeeping, landscaping, legal services, accounting, etc. The Board of Directors has the sole discretion to obtain and terminate the services of any such agent.

2. Access: The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member, pursuant to the provisions of the Idaho Non-Profit Corporation Act. The Declaration, the Articles of Incorporation, and the By-laws of the Association shall be available for inspection by any Member, where copies may be purchased at reasonable cost. Such records may be furnished to any requesting Member via electronic mail or other electronic means, in the discretion of the Board.

IX.

AMENDMENTS

1. Amendment. These Bylaws may be amended by an affirmative vote of sixty percent (60%) of the Members of the Association present at any regular or special meeting of the membership called for that purpose. Members must be given a copy of the proposed amendments 10 days prior to such meeting. Amendments to the Bylaws may also be adopted by mail-in ballot or by ballot delivered through electronic mail.

X.

MISCELLANEOUS

1. No Personal Liability. No member of the Board of Directors, member of any committee established pursuant to the terms of these Bylaws, or any officer or manager of the Association, shall be personally liable to any Owner, or to any other party, including the Association, for any damage, loss, or prejudice suffered or claimed on the account of any act, omission, error, or negligence of the Association, the Board, the committee, or the manager, if any, or any

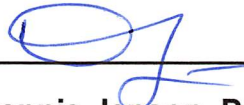
agent of such parties, provided that such person has, upon the basis of such information as may be possessed by him, acted in good faith without willful or intentional misconduct.

2. Fiscal Year. The fiscal year of the Association shall begin on June 1 and end on May 31 of each year.

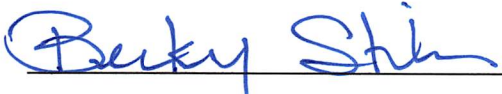
3. Severability. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws the Declaration shall control. In the event that any of these Bylaws conflict with any provisions of the laws of the United States or the State of Idaho, such conflicting provisions shall be null and void upon final court determination to such effect, but all other Bylaws shall remain in full force and effect.

4. Operating Rules: A set of reasonable rules shall be established by the Board of Directors governing the use of the corporation's property, including the Lake Access Lot, as defined in the Declaration, the docks and slips, the water system, and the private road system.

WE, THE UNDERSIGNED, being all of the members of the Board of Directors of Harmon's Property Owners Association, Inc., do hereby certify that the foregoing are the true, full, and correct Amended Bylaws of said Corporation duly and regularly adopted by more than 60% of the Members of the Corporation, at a meeting held on the 11th day of June, 2016.

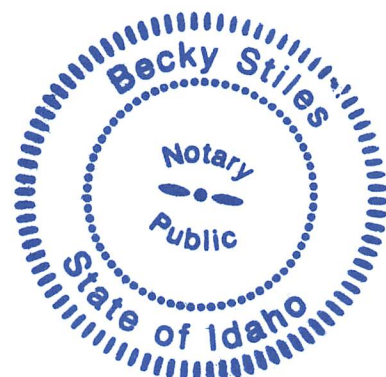

Dennis Jenson, President

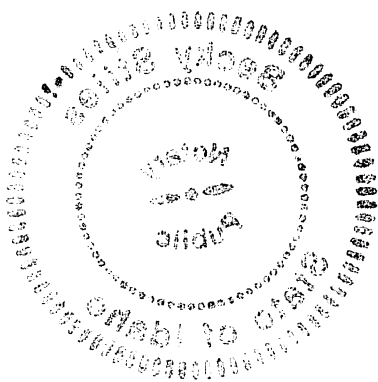
Sworn and Subscribed Before me this 22 day of June, 2016.


Notary Public

Residing in: St Maries Id

My Commission Expires: 9-18-18

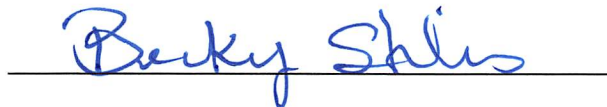






Larry Francis, Vice-President

Sworn and Subscribed Before me this 22 day of June, 2016.



Notary Public

Residing in: St Maries Id

My Commission Expires: 9-18-18



