

BYLAWS
OF
TWO BRIDGES HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I

1. OFFICES.

The principal office and place of business of the association in the State of Idaho, is and shall be located at Unit B-12, Tenth Street Center, City of Ketchum, Blaine County, State of Idaho. The post office address of the office shall be P. O. Box 41, Ketchum, Idaho 83340.

ARTICLE II

1. BOARD OF DIRECTORS.

The affairs of the association shall be governed by the board of directors which shall be composed of three members as provided in the articles of incorporation.

2. POWERS AND DUTIES.

The board of directors shall have the powers and duties necessary for the administration of the affairs of the association and may do all such acts and things except those which by law or by declaration or by these by laws or by the articles of incorporation may not be delegated to the board of directors by the members. Such powers and duties of the board of directors shall include, but shall not be limited to the following:

(a) Operation, care, upkeep and maintenance of the elements and areas common to all condominiums.

(b) Determination of common expenses required for the affairs of the association, including, without limitation, the operation and maintenance of the common areas.

(c) Collection of assessments from the certificate holders.

(d) Employment and dismissal of the personnel necessary for the maintenance and operation of the association.

(e) Adoption and amendment of rules and regulations covering the details of the operation and the use of the common property of the association.

(f) Opening of bank accounts on behalf of the association and designating the signatory required therefor.

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EXHIBIT C

(g) Purchase and maintain insurance for the association.

(h) Making repairs, additions, restorations, maintenance or alternations to the common areas including recreational facilities in accordance with the other provisions of these bylaws, after damage or destruction by fire or other cause as a result of condemnation or eminent domain proceedings.

3. MANAGING AGENT AND MANAGER.

The board of directors may employ for the association a managing body at a compensation established by the board of directors to perform such duties and services as the board of directors shall authorize. The board of directors may delegate to the manager, all necessary powers.

4. ELECTION AND TERM OF OFFICE.

The affairs of the association shall be managed by a board of three (3) directors, who must be members of the association. The number of directors must be changed by amendment of these bylaws. At the first annual meeting the members shall elect two (2) directors for a term of two (2) years, and one (1) director for a term of one (1) year; and at each annual meeting thereafter the members shall elect sufficient directors for a term of two (2) years to fill all vacancies. The members of the board of directors shall hold office until their respective successors shall have been elected by the condominium owners.

5. REMOVAL OF MEMBERS BY THE BOARD OF DIRECTORS.

At any regular or special meeting of the members, any one (1) or more of the members of the board of directors may be removed with or without cause by fifty-one percent (51%) of the members and the successor may then and there or thereafter be elected to fill the vacancy thus created. Any members of the board of directors after his removal has been proposed by the condominium owners shall be given an opportunity to be heard at the meeting.

6. VACANCIES.

Vacancies on the board of directors caused by any reason other than the removal of a member thereof by a vote of the owners, shall be filled by a vote of the majority of the remaining members at a special meeting of the board of directors held for that purpose promptly after the occurrence of such vacancy, even though the members present at such meeting shall constitute less than a quorum, and each person so elected shall be a member of the board of directors for the remainder of the term unless removed or until a successor shall be elected at the next annual meeting of the members.

7. ORGANIZATION MEETING.

No compensation shall be paid to the board of directors.

ARTICLE III

1. MEMBERSHIP CERTIFICATES.

Every owner of a lot which is subject to assessments shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment. The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners with the exception of the Declarant, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. The Class B member shall be the Declarant and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) On Dec. 21, 1991.

2. ANNUAL MEETINGS.

At such meeting, the officers and directors of the sponsor shall resign as members of the board of directors, and all the members, including the sponsor, shall elect a new board of directors. The annual meetings of members shall be held on the second Monday of June of each year. At such meetings the board of directors shall be elected by ballot of the members in accordance with the requirements of the articles of incorporation and these bylaws. The members may transact such other business at such meetings as may properly come before them.

3. PLACE OF MEETINGS.

The meetings of the condominium owners shall be held at the principal office of the association or at such other suitable place convenient to the owners as may be designated by the board of directors.

4. SPECIAL MEETINGS.

It shall be the duty of the president to call a special meeting of the members when so

directed by resolution of the board of directors or upon a petition signed and presented to the secretary by not less than fifty-one percent (51%) of the members. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at the special meeting except as stated in the notice.

5. NOTICE OF MEETINGS.

It shall be the duty of the secretary to mail a notice of each annual or special meeting of the owners at least ten (10), but not more than twenty (20) days prior to such meeting, stating the purpose thereof as well as the time and place where it is to be held, to each member of record, at the building or at such other address as such member shall have designate by notice in writing to the secretary. The mailing of a notice of meeting in the manner provided in this section shall be considered service and notice.

If any meeting of owners cannot be held because a quorum is not present, a majority of the owners who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

7. ORDER OF BUSINESS.

The order of business at all meetings of the condominium shall be as follows:

- (a) Roll call;
- (b) Proof of notice of meeting;
- (c) Reading of minutes of preceding meeting;
- (d) Report of officers;
- (e) Report of board of directors;
- (f) Report of committees;
- (g) Election of inspectors of election (when so required);
- (h) Unfinished business;
- (i) New business.

8. TITLE TO CERTIFICATES OF MEMBERSHIP.

The title to certificates of membership may be taken in the name of an individual or in the names of two (2) or more persons, as tenants in common, or as joint tenants, or as tenants by the entirety, or in the name of a corporation or partnership, or in the name of a fiduciary. Provided, however, that only one (1) certificate of membership shall be issued for each condominium unit and the parcel and that no individual, tenancy, corporation, partnership or fiduciary as above designated may hold more than one (1) certificate of membership unless more than one condominium is owned by that individual or entity.

9. VOTING.

The owner or owners of each condominium, or some person designated by such owner or owners to act as proxy on his or their behalf and who need not be an owner, shall be entitled to cast votes designated in their certificate of membership at all meetings of members. Designation of such proxy shall be made in writing to the secretary, and shall be revocable at any time by written notice to the secretary by the owner or owners so designated. A fiduciary shall be the voting member with respect to any condominium owned in a fiduciary capacity.

10. QUORUM.

Except as otherwise provided in these bylaws, the presence in person or by proxy of members having fifty-one percent (51%) of the total authorized votes of all members shall constitute a quorum at all meetings of the members.

11. MAJORITY VOTE.

The vote of fifty-one percent (51%) of the members at a meeting at which a quorum shall be present shall be binding upon all member owners for all purposes except wherein the declarations, or these bylaws, a higher percentage vote is required.

ARTICLE IV - OFFICERS

1. DESIGNATION.

The principal officers of the association shall be the president, vice-president, secretary and treasurer, all of whom shall be elected by the board of directors. The board of directors may appoint an assistant treasurer, and an assistant secretary, and such other officers as in its judgment may be necessary. All officers shall be members of the board of directors.

2. ELECTION OF OFFICERS.

The officers of the association shall be elected annually by the board of directors at the organizational meeting of each new board of directors and shall hold office at the pleasure of the board of directors.

3. REMOVAL OF OFFICERS.

Upon the affirmative vote of a majority of the members of the board of directors, any officer may be removed, either with or without cause, and a successor may be elected at any regular meeting of the board of directors, or at any special meeting of the board of directors called for such purpose.

4. PRESIDENT.

The president shall be the chief executive officer of the association. He shall preside at

all meetings of the owners and of the board of directors. He shall have all of the general powers and duties which are incident to the office of president of a general business corporation organized under the general business corporation law of the State of Idaho, including, but not limited to, the power to appoint committees among the owners from time to time as he may in his discretion decide is appropriate to assist in the conduct and affairs of the association.

5. VICE-PRESIDENT.

The vice-president shall take the place of the president and perform his duties whenever the president shall be absent or unable to act. If neither the president or the vice-president is able to act, the board of directors shall appoint some other member of the board of directors to act in the place of the president, on an interim basis. The vice-president shall also perform such other duties as from time to time may be imposed upon him by the board of directors or by the president.

6. SECRETARY.

The secretary shall keep the minutes of all meetings of the owners and of the board of directors; he shall have charge of such books and papers as the board of directors may direct; and he shall, in general, perform all the duties incident to the office of secretary of a general business corporation organized under the corporation laws of the State of Idaho.

7. TREASURER.

The treasurer shall have the responsibility for association funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. He shall be responsible for the deposit of all money and other valuable effects in the name of the board of directors, or the managing agent, in such depository as may from time to time be designated by the board of directors, and he shall, in general, perform all the duties incident to the office of the treasurer of a general business corporation organized under the corporate laws of the State of Idaho.

8. AGREEMENTS, CONTRACTS, DEEDS, CHECKS, ETC.

All agreements, contracts, deeds, checks, and other instruments of the association shall be executed by any two (2) officers of the association or by such other person or persons as may be designated by the board of directors.

9. COMPENSATION OF OFFICERS.

No officer shall receive any compensation from the association for acting as such.

ARTICLE V - OPERATION OF THE PROPERTIES

1. DETERMINATION OF COMMON EXPENSES AND FIXING OF COMMON CHARGES.

The board of directors shall from time to time, and at least annually, prepare a budget for the association, determining the amount of the common charges payable by the members to meet the common expenses of the association and allocate and assess such common charges among the members on a pro rata basis. The common expenses shall include, among other things, the cost of premiums on all policies of insurance required to be, or which have been obtained by the board of directors. The common expenses shall also include the maintenance and snow removal costs. Common expenses may also include such amounts as the board of directors may deem proper for the operation and maintenance of the common property, including within limitations, an amount for working capital of the association, for general operating reserve, for reserve fund for replacements, and to make up any deficit in the common expenses for any prior year. The common expenses shall also be used for the purposes set out in the articles of incorporation of this association. The board of directors shall advise all members promptly, in writing, the amount of common charges payable by each of them, respectively, as determined by the board of directors as aforesaid, and shall furnish copies of such budget on which such common charges are based, to all members.

2. INSURANCE.

The board of directors may obtain and maintain to the extent that they deem desirable any insurance upon any common area, recreational facilities, streets or other property owned by the association and in addition, the board of directors shall be required to obtain and maintain workmen's compensation insurance if required for the employees.

3. PAYMENT OF THE COMMON CHARGES.

All members shall be obligated to pay the common charges assessed by the board of directors as more fully detailed in the declaration; and the board of directors is hereby empowered to take all of the steps and exercise all of the powers provided by the declaration regarding assessments.

4. ABATEMENT AND ENJOYMENT OF VIOLATIONS BY MEMBERS.

The violation of any rule or regulation adopted by the board of directors, or the breach of any bylaw contained herein, or the breach of any of the rules, regulations and restrictions enacted in connection herewith or hereby ratified, shall give the board of directors the right in addition to any other rights set forth in these bylaws:

- (a) To enter the condominiums in which, or as to which such violation or

breach exists and to summarily abate and remove, at the expense of the defaulting member any structure, thing or condition that may exist therein contrary to the intent and meaning of the provisions hereby, the board of directors shall not thereby be deemed guilty in any manner of trespass or,

(b) To enjoin, abate or remedy by appropriate legal proceedings, the continuance of any such breach.

ARTICLE VI - AMENDMENT TO BYLAWS

1. AMENDMENT TO BYLAWS.

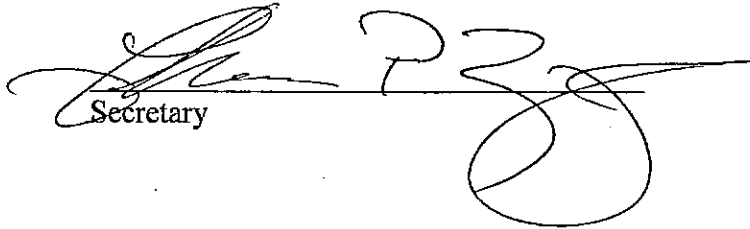
These bylaws may be modified or amended by the vote of fifty-one percent (51%) in number and in common interest of all certificate holders at a meeting held for such purpose.

ARTICLE VII

1. RIGHT TO ACCESS.

Each and every member shall have a right of access to the common area owned by the association. This right to access shall include the rights of ingress and egress to the common area provided, however, that said right to access and ingress and egress shall not be exercised to the detriment of any other member or to the association.

DATED this ____ day of _____, 19__.


Secretary

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FIRST AMENDMENT TO
MASTER DECLARATION OF
CONDOMINIUM COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
TWO BRIDGES AT RIVER RUN HOMEOWNERS ASSOCIATION, INC.

Exhibit D of the Master Declaration of Condominium covenants, Conditions and Restrictions for Two Bridges at River Run Homeowners Association, Inc., recorded June 26, 1997 as Instrument No. 403242 in the official records of Blaine County, Idaho, for purposes of correcting a clerical error is hereby amended to read as set forth in Exhibit D attached hereto.

IN WITNESS WHEREOF, Grantor has executed this First Amendment to Master Declaration this 5 day of June, 1997.

TWO BRIDGES AT RIVER RUN, an Idaho
Limited Liability Company

404834

By [Signature]
Thomas P. Ziegler Trust
By Thomas P. Ziegler, Trustee

Amended CC & R's
BLAINE CO. REQUEST

OF: Roger E. Crist

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

'97 AUG 13 AM 11 33

MARY GREEN, CLERK md

On this 5 day of August, 1997, before me, a Notary Public in and for the State of Idaho, personally appeared Thomas P. Zielger, Trustee of the Thomas P. Zielger Trust, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged that he signed the same as a free and voluntary act and deed, for the uses and purposes therein mentioned.

FEES \$ 6.00

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

[Signature]
NOTARY PUBLIC in and for the State of Idaho
residing at Ketchikan
Commission expires 1/24/2000

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FIRST AMENDMENT TO MASTER DECLARATION

EXHIBIT D

Percentage of Ownership Interest In Common Area and Allocation of Number of Votes

The percentage of ownership in the common area of Two Bridges at River Run Condominiums which is allocated to each unit for purposes of tax assessment under Section 55-1514, Idaho Code, and for purposes of liability as provided in Section 55-1515, Idaho Code, and for purpose of determining and fixing the voting power, as provided in Section 30-1004(2) of Idaho Code, and for the purpose of assessment for the Condominiums operating and maintenance fund, are as follows:

UNIT	PERCENTAGE OF OWNERSHIP	NUMBER OF VOTES
501A	19.7%	1
501B	15.4%	1
503A	27.0%	1
503B	22.5%	1
503C	15.4%	1

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