

When Recorded, Return to:



John M. Riley III  
Witherspoon, Kelley, Davenport & Toole, P.S.  
1100 U.S. Bank Bldg.  
422 W. Riverside  
Spokane, WA 99201  
(509) 624-5265

Grantor: Woodland Ridge  
Grantee: Woodland Ridge  
Full Legal description: See Exhibit "A" attached hereto  
Abr. Legal: Lots 1-23, 25 and 26, Block 1, Lot 1, Block 2 WOODLAND RIDGE P.U.D.,  
Lots 1-4, Block 1, Lots 1-10, Block 2, Lots 1-19, Block 3, WOODLAND RIDGE 1<sup>ST</sup>  
ADD.

Tax Parcel No(s): 46312.1501, 46312.1502, 46312.1503, 46312.1504, 46312.1505,  
46312.1506, 46312.1507, 46312.1508, 46312.1509, 46312.1510,  
46312.1511, 46312.1512, 46312.1513, 46312.1514, 46312.1515,  
46312.1516, 46312.1517, 46312.1518, 46312.1519, 46312.1520,  
46312.1521, 46312.1522, 46312.1523, 46312.1525, 46312.1526,  
46312.1601, 46312.1701, 46312.1702, 46312.1703, 46312.1704,  
46312.1801, 46312.1802, 46312.1803, 46312.1804, 46312.1805,  
46312.1806, 46312.1807, 46312.1808, 46312.1809, 46312.1810,  
46312.1901, 46312.1902, 46312.1903, 46312.1904, 46312.1905,  
46312.1906, 46312.1907, 46312.1908, 46312.1909, 46312.1910,  
46312.1911, 46312.1912, 46312.1913, 46312.1914, 46312.1915,  
46312.1916, 46312.1917, 46312.1918, 46312.1919

**FIRST AMENDMENT TO DECLARATION  
OF  
COVENANTS, CONDITIONS AND RESTRICTIONS,  
OF  
WOODLAND RIDGE, A PLANNED UNIT DEVELOPMENT**

WHEREAS, on November 4, 1992, the Declaration of Covenants, Conditions and Restrictions for Woodland Ridge, A Planned Unit Development ("Declaration"), was recorded with the Spokane County Auditor, under Auditor's File No. 9211040276; and bk 1357, pg 1304

WHEREAS, pursuant to Article II, Section 4 of the Declaration, the Members having more than sixty-six and two-thirds percent (66 $\frac{2}{3}$ %) of the total voting power of Woodland Ridge, A Planned Unit Development Home Owners Association have the right to amend the Declaration, and;

WHEREAS, the requisite number of Members having voted for or consented this Amendment in compliance with Article II, Section 4.

NOW, THEREFORE, the Declaration is hereby amended in the following particulars:

1. Article I is amended to add the following:

**Section 7. Membership Meetings**

**Section 7.1 Quorum.** The presence, either in person or by absentee Ballot of members representing at least twenty-five percent of the homeowners (12) of the total votes in the association (47) shall constitute a quorum of all meetings of the association.

**Section 7.2 Absentee Ballot.** A homeowner who cannot attend a meeting may vote on agenda items and present the ballot to one of the board members before the meeting. An Absentee Ballot must be cast using an official absentee ballot form and in accordance with the procedure approved by the Board.

**Section 7.3 Parliamentary Authority.** Roberts Revised Rules of Order shall govern all meetings of this association unless in conflict with the laws of the state of Washington or the Articles of Incorporation or the Bylaws of the corporation.

2. A new Article XIII is added to the Declaration as follows:

**ARTICLE XIII**  
**DIRECTORS**

**Section 1. Qualification.** Directors shall be a member of the association. Each director shall support the purposes of the Association.

**Section 2. Number.** The Board of Directors shall consist of a minimum of three (3) persons and a maximum of five (5) persons. So long as there is a minimum of three (3) directors, the number of directors may at any time be increased or decreased from time to time by amendment to or in the manner provided by the articles of incorporation or the bylaws, but a decrease shall not have the effect of shortening the term of any incumbent director.

**Section 3. Nomination and Election.** Subsequent to the election of the initial board by the members, each year thereafter the Board shall request volunteers to serve as directors for the Association. The proposed directors will be presented to the general membership at the annual meeting, at which time nominations may be received from the floor.

Directors shall be elected by a vote of the membership at the annual meeting of the membership. Voting for the election of directors shall be by ballot unless otherwise directed by the Board of Directors. Each member shall have the right to vote for as many persons as there are directors to be elected, but no member shall be entitled to cumulate votes.

**Section 4. Term.** Directors shall hold offices for three (3) years or until their successors have been elected and qualified, unless sooner removed as provided in Section 6. After the initial term of office, the members shall elect a successor director for a three (3) year term. Any director may be elected to serve an additional term or terms.

**Section 5. Resignation.** Any director may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon its acceptance by the Board of Directors.

**Section 6. Removal.** A director may be removed at any time, with or without cause, by the affirmative vote of simple majority of the votes cast by the members having voting rights with regard to the election of any director, represented in person or by proxy at a meeting of the members at which a quorum is present. Notice stating that a named director shall be considered for removal and the cause, if any, for such removal must be mailed to the director prior to a duly called meeting of the Board of Directors at the same time and in the matter prescribed for the notice of the meeting.

- a. The superior court of this county where a corporation's principal office, or, if none in the state, its registered office, is located may remove a director of the corporation from the office in a proceeding commenced by the corporation if the court finds that (1) the director engaged in fraudulent or dishonest conduct with respect to the corporation, and 2) removal is in the best interest of the corporation.
- b. The court that removes a director may bar the director from reelection for a period prescribed by the court.

**Section 7. Vacancies.** Any vacancy occurring in the Board of Directors may be filled through appointment by the remaining Director(s). A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor. A vacancy among the Board of Directors shall be deemed to exist upon death, resignation, incapacitation, or removal of a director.

**Section 8. Meetings.** The Board of Directors shall hold at least one (1) scheduled meeting per year, which shall occur immediately after the annual meeting of the members. The dates of the meeting shall be established at a meeting of the Board prior to the annual meeting. The established dates will be announced at the annual membership meeting. The meetings shall be held at such place as the Board may direct. The president, or the vice president in the president's absence, shall call meetings of directors to order and shall act as chair of such meetings. The secretary shall record the minutes of the meeting. Roberts Revised Rules of Order shall govern all meetings of the directors and any of its committees unless in conflict with the laws of the state of Washington or the Articles of Incorporation or the By-Laws of the corporation.

Except as may be otherwise restricted by the articles of incorporation or bylaws, members of the board of directors or any committee designated by the board of directors may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

**Section 9. Quorum.** A majority of the number of directors present at the beginning of the meeting shall constitute a quorum for the transaction of business. The act of the majority shall be the act of the Board of Directors where a quorum exists. If there shall be less than a quorum present, those present may adjourn the meeting from time to time without notice other than by announcement at the meeting. At any subsequent meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

**Section 10. Registering Dissent.** A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the directors dissent or abstention shall be entered in the minutes of the meeting or unless the director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent or abstention by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

**Section 11. Voting.** Each member of the Board of Directors shall possess one (1) vote in matters coming before the Board. A director may vote only in person and not by proxy.

**Section 12. Action Without a Meeting.** Any action, which must or may be taken at a meeting of the directors 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. Such consent shall have the same effect as a unanimous vote.

**Section 13. Powers and Duties.** The business affairs of Woodland Ridge P.U.D. Homeowners Association shall be managed by the Board of Directors. A director shall perform the duties of a director, including the duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the interest of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under the circumstances.

In performing the duties of the director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data.

The Board of Directors shall have power to:

- a) 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 the By-Laws, the Articles of Incorporation, or the Declaration;
- b) Employ a manager and independent contractor, volunteer, or such other employees as they deem necessary, and to prescribe their duties;

It shall be the duty of the Board of Directors to:

c) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement there of to the members at the annual meeting of the members, or at any special meeting when such statement is required in writing by one-fourth (1/4) of the members who are entitled to vote;

d) Supervise all officers, agents and employees of this corporation; and to see that their duties are property performed;

e) Issue or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment or other charges have been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment or other charges have been paid, such certificate shall be conclusive evidence of such payment;

f) Cause the portions of the Property as set forth in the Declaration to be maintained, repaired and replaced.

g) Perform such other duties as authorized or required by the Association, the Declaration and Washington General law.

**Section 14. Loans.** No loans shall be made by the Association to its directors or officers. The directors of a corporation who vote for or assent to the making of a loan to a director or officer of the corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

3. All other terms and conditions of the Declaration shall remain in full force and effect, except as modified by this Amendment.

The undersigned, being the President of the Association, does hereby certify this First Amendment and further certify that the required number of Members either voted for or consented in writing to these amendments.

DATED this 14 day of October, 2008.

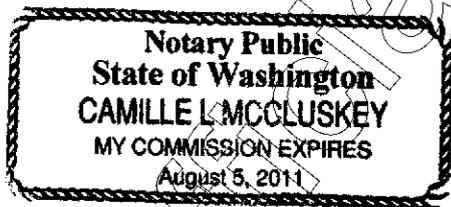
WOODLAND RIDGE, P.U.D. HOME OWNERS ASSOCIATION

By: *Dee Gibson*  
Its: President

State of Washington )  
                                  )ss.  
County of Spokane )

I certify that I know or have satisfactory evidence that Dee Gibson is the person who appeared before me, and said person acknowledged that he was authorized to sign this instrument as the President of Woodland Ridge P.U.D. Home Owners Association, and acknowledged it to be the free and voluntary act of such entity, for the uses and purposes mentioned in the instrument.

DATED this 14 day of October, 2008.



*Camille McCluskey*  
Print Name: CAMILLE MCCLUSKEY  
Notary Public in and for the State of  
Washington, residing at Spokane  
My appointment expires: 8/5/2011