

**BYLAWS
OF
GOTHAM BAY ESTATES DOCK SLIP OWNERS ASSOCIATION, INC.**

ARTICLE I

DIRECTORS

Section 1. Election. The business and affairs of the Association shall be managed and controlled by a board of three (3) directors. The directors shall be elected by the members at the regular annual meeting and the directors shall each serve for one (1) year terms or until their successors are elected.

When vacancies occur in the Board of Directors for any cause whatsoever, the Board shall elect the directors to fill such vacancies for the unexpired term.

Section 2. Powers of Directors. The Board of Directors shall have the power and duty to manage and conduct the business of the Association, to control the property of the Association, and to exercise all of the corporate powers of the Association. The authority of the Board is derived from, and set forth in, the following documents of corporate governance:

A. Declaration of Protective Covenants for Gotham Bay Estates recorded as Kootenai County Instrument No. I 2067475000 on November 12, 2006, and any lawfully adopted amendments thereto;

B. The Articles of Incorporation of Gotham Bay Estates Homeowners' Association, Inc., filed with the Idaho Secretary of State on August 21, 2006, and any lawfully adopted amendments thereto;

C. The Bylaws of Gotham Bay Estates Homeowners' Association, Inc., and any lawfully adopted amendments thereto;

D. The Articles of Incorporation of Gotham Bay Estates Dock Slip Owners Association, Inc., filed with the Idaho Secretary of State on October 17, 2007, and any lawfully adopted amendments thereto; and

E. The Bylaws of Gotham Bay Estates Dock Slip Owners Association, Inc., and any lawfully adopted amendments thereto.

In the event a conflict arises between the Gotham Bay Estates Declaration of Protective Covenants and any lawfully adopted amendments thereto, the Association's Articles, the Articles of Gotham Bay Estates Homeowners' Association, Inc., the Bylaws of Gotham Bay Estates Homeowners' Association, Inc., or the Association's Bylaws, then the dispute shall be resolved by first consulting the Covenants, and then the Articles of Incorporation of Gotham Bay Estates Homeowners' Association, Inc., then the Articles of Incorporation of the Association, then the

Bylaws of Gotham Bay Estates Homeowners' Association, Inc., and lastly the Bylaws of the Association. The Covenants shall take precedence over all Articles and Bylaws. The Articles shall take precedence over the Bylaws. The Bylaws shall govern in resolving a dispute unless the matter is resolved by the Covenants or the Articles of Gotham Bay Estates Homeowners' Association, Inc., or the Association.

Section 3. Regular Meetings. Quarterly meetings of the Board of Directors shall be held at such time and place as may from time to time be decided upon by the Board of Directors. Notice of regular meetings of the Board of Directors will be given.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President at any time or upon the written demand of two (2) members of the Board. In the event two (2) members of the Board demand a special meeting, then the President must call a special meeting of the Board to meet not more than seven (7) days from and after the service of such demand upon the President.

It shall be the duty of the Secretary to notify each Director by mail, fax, e-mail, or telephone, or personally of the time and place as to any special meeting and of the purpose or purposes for which it has been called. Such notice shall be given at least five (5) days prior to the date on which such meeting is to be held. When such notice is given by mail or by fax or e-mail, the time of depositing the letter or letters in the post office, or the time of sending such fax or e-mail shall be deemed the date on which such notice was given; provided, however, that when all of the Directors are present and consent to the holding of a special meeting of the Board of Directors, no notice of such meeting need be given and such meeting shall be as legal as if the same had been regularly called and noticed.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any and all regular and/or special meetings of the Board. Any director not present may give his written proxy to a director or directors in attendance, who may vote such proxies, which also may be voted to determine if a quorum is present.

ARTICLE II

OFFICERS

Section 1. Election and Term of Office. The officers of the Association shall be a President, a Secretary, and a Treasurer, and as many Vice Presidents as deemed necessary, who shall first be elected by the Board of Directors at the initial meeting of the Board, and thereafter immediately following each regular annual meeting of the members of the Association. Each of said officers shall hold office until the next annual meeting of the members of the Association, following his or her election, and until his or her successor shall have been duly elected and qualified.

The Board of Directors may also, at their discretion, elect an Assistant Secretary and/or Assistant Treasurer and such officers, if elected, shall likewise hold office until the next annual

meeting of the members of the Association and until their respective successors shall have been duly elected and qualified.

The President and Vice-Presidents must be chosen from the members of the Board of Directors, but neither the Secretary nor the Treasurer, nor the Assistant Secretary nor the Assistant Treasurer, need be members of the Board of Directors. The offices of Secretary and Treasurer may be combined and held by the same person, and likewise the offices of Assistant Secretary and Assistant Treasurer may be combined and held by the same person.

Such other officers, agents, or employees, as the Board of Directors may determine may be elected by the Board upon such terms and conditions and with such powers and duties as the Board may by resolution prescribe.

Neither the President nor the Vice-President shall receive any salary or other remuneration from the Association. Other officers, agents, or employees of the Association shall receive such salaries, wages, or other remunerations as the Board of Directors may from time to time by resolution prescribe.

Section 2. Duties of Officers - President. The President shall be the chief executive officer of the Association. It shall be his or her duty to preside at all meetings of the Directors and at all meetings of the members of the Association; to appoint all committees unless it shall be otherwise ordered by the Board of Directors; to sign all deeds and contracts in writing which may be entered into by the Association; to make a full report upon the business and affairs of the Association to the Board of Directors whenever such Board may direct him or her to do so; and to also make a full report upon the business and the affairs of the Association at each annual meeting of the members. The President shall also perform all other duties usually incident to the office of president of an Association, or which may be delegated to him or her by the Board of Directors.

Vice-Presidents. The Vice-President or Vice-Presidents shall be vested with all the powers and shall perform all the duties of the President in his or her absence and such other duties that may be delegated to him or her by the Board of Directors. In the event there is more than one Vice-President, the first Vice-President shall fill the duties of the President in his or her absence and the second Vice-President shall fill the duties of the President only when the President and first Vice-President are absent.

Secretary. The Secretary shall be ex-officio clerk of the Board of Directors and of all standing committees. He or she shall attend all meetings of the Board of Directors and may attend all meetings of any and all standing committees, and all meetings of the members of the Association, and shall keep a record of the proceedings of all such meetings. He or she shall countersign all contracts, deeds, and other instruments in writing which may be executed by the Association and shall affix any corporate seal thereto. He or she shall give due notice of all meetings of the members of the Association and of all meetings of the Board of Directors. He or she shall have custody of the books, and documents of the Association, and shall perform such other duties as pertain to the office of secretary or as may be assigned to him or her from time to time by the Board of Directors. The secretary shall also maintain a current list of all members'

addresses and names which shall be available for inspection by the members of the Association solely for purposes which are unrelated to the solicitation of private business.

Treasurer. It shall be the duty of the Treasurer to receive and safely keep all monies belonging to the Association and to keep an accurate record thereof in proper books belonging to the Association and to make all required reports to the Internal Revenue Service. All monies belonging to the Association shall, as soon as received, be deposited by the Treasurer in such bank or banks as may be designated for that purpose by the Board of Directors, and no monies so deposited shall be withdrawn from such bank or banks, or disbursed except by checks signed by any two of the following officers of said Association: President, Vice-President, Secretary, or Treasurer. Detailed records of all disbursements shall likewise be kept by the Treasurer in proper books belonging to the Association. The Treasurer may be required by the Board of Directors to furnish a bond, in such amount as the Directors may by resolution prescribe, to ensure proper accounting by him or her of all funds belonging to the Association that may come into his or her hands. The amount of such bond may be increased or decreased by the Board of Directors from time to time as in their judgment may be desirable. If a surety bond should be furnished by the Treasurer, the premium or premiums thereon shall be paid out of the treasury of the Association.

ARTICLE III

MEMBERS

Section 1. Membership in the Association is limited to ownership of dock rights to a designated dock slip on the dock permitted by the Idaho Department of Lands for Gotham Bay Estates Homeowners' Association, Inc., under Idaho Department of Lands Encroachment Permit No. 5149. Membership in Gotham Bay Estates Homeowners' Association, Inc., shall also be a requirement for qualification for membership in the Association. Ownership of the dock slip right shall be the other qualification for membership in the Association. Dock slip rights qualifying a Member for membership are the right to use one of the 22 dock slips as more specifically depicted on **Exhibit A** hereto. Such use rights shall be perpetual and transferable provided any subsequent transferee is a Member of Gotham Bay Estates Homeowners' Association, Inc. If a Member in the Association has its membership in Gotham Bay Estates Homeowners' Association, Inc., or its dock use slip rights terminated for any reason, said Member's membership shall terminate in this Association. All record owners of dock slip rights shall be deemed "Members" of the Association and allowed in all meetings of the Association's Board and Members, provided, however, that each Member shall only be entitled one (1) vote on matters of Association governance. In the event a Member's Certificate of Dock Slip Ownership is held in the records of the Association by more than one individual, and in the event that those record holders are unable to agree on how to cast the Member's vote, the Member's vote shall be disallowed in its entirety on all such matters upon which the record title holders disagree. Any Member may cast his or her vote by proxy, given in writing to another Member or Members, at any meeting of the Association or on any business of the Association.

Section 2. Meetings. The annual meeting of all members of the Association shall be held at a place to be designated in Kootenai County and conveniently located to the membership, at the hour of 7:30 p.m. on the third Monday of July commencing 2008.

Special meetings of the members of the Association may be called at any time and at such place as may be designated by the President.

Section 3. Notice of Meetings. Notice of each annual meeting and of each special meeting of the members of this Association shall be given by the Secretary by mailing to the members at their last known address a notice of the meeting containing the time, place, and the purposes of the meeting at least seven (7) days prior to said meeting.

Section 4. Quorum. A majority of the members attending the annual meeting shall constitute a quorum for the transaction of any and all business at any regular or special meeting of the members of the Association.

ARTICLE IV

COMMITTEES

Section 1. Standing Committees. The standing committees of the Association shall be such committees as the Board of Directors may from time to time deem necessary for the proper administration of the affairs of the Association. Each standing committee shall have such duties and shall exercise such powers as may from time to time be prescribed by the Board of Directors.

ARTICLE V

MISCELLANEOUS

Section 1. Fiscal Year Auditing Committee. The Association's fiscal year shall end on the 31st day of December of each year, and as soon as convenient thereafter, and in any event, prior to the regular annual meeting of the members of the Association, a thorough audit of all books of the Treasurer and of all books and accounts of any and all other officers of the Association who have had the handling of any monies belonging to the Association, shall be made by an auditing committee which shall consist of three members of the Association. Such auditing committee shall be appointed by the President, with the approval of a majority of the Board of Directors. Such audit, or audits, shall be reduced to writing and shall be certified by at least a majority of the members of said committee and shall, as soon as completed, be delivered to the President of the Association and shall be made available at any time for inspection by the members of the Board of Directors, or any of them. Such audit shall always be completed and delivered to the President of the Association at least five (5) days prior to the regular annual meeting of the members of the Association, and it shall be the duty of the President to have such audit with him or her, and to make a full report thereof, at the regular annual meeting next following his or her receipt of such audit, and such reports shall be incorporated in and shall be made a part of the minutes of the annual meeting at which such report is made.

Section 2. Order of Business. The order of business at all meetings of the Board of Directors and at all meetings of the members of the Association shall be as follows:

- A. Call the meeting to order by the President of the Board.
- B. Reading the minutes of the preceding meeting by the Secretary.
- C. Reports: Treasurer, Board of Directors, Secretary.
- D. Election of members of the Board of Directors.
- E. Unfinished business.
- F. New business. Approval of the budget for the coming year, presented by the old Board of Directors. Any other business.
- G. Adjournment.

Any business not readily assignable to any of said headings shall be disposed of in such order as the President may deem proper. Except as herein otherwise provided, all meetings of the Board of Directors and members of the Association shall be conducted in accordance with "Roberts Rules of Order."

Section 3. Amendments. These bylaws may be amended by a vote of two-thirds (2/3) of the membership of the Board of Directors at any regular meeting of the Board of Directors or at any special meeting of the Board called for that purpose, if notice of the proposed amendment is given in the notice calling the meeting. These bylaws may also be amended by a majority vote of the members voting in person or by proxy at any regular annual meeting of the members of the Association or at any special meeting of the members called for that purpose. Provided, however, that no amendment shall be effective unless notice of the proposed amendment was given in the notice calling the meeting, and provided further that no amendment shall designate or impair any rights arising from or under Kootenai County Instrument No. I 2067475000, and any lawfully adopted amendments thereto.

CERTIFICATE

The undersigned secretary of the Association hereby certifies that the foregoing is a full, true, and correct copy of the Bylaws adopted by unanimous consent of the Association's members and Directors as of October 23, 2007.

DATED this 23rd day of October, 2007.

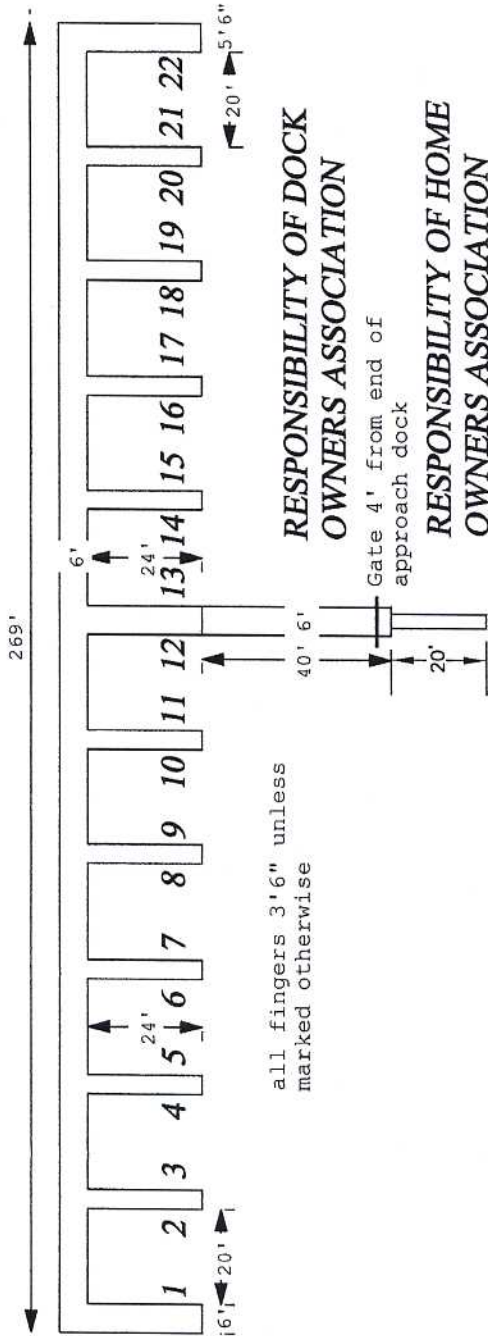
By *Elizabeth S. Anderson*
Secretary

DOCK EXHIBIT

FREY DOCK & BARGE

**BIG ROCK CONSTRUCTION
& DEVELOPMENT**

2,790 sq ft slip dock
 6x40 approach dock
 3X20 gangway
 3,081 sq ft total
 22 slips



ISSUE DATE: 10/25/07	DRAWN BY: SMM
PROJ. # 04-161	SCALE: N.T.S.
DWG FILE: * DOCK EXHIBIT	

SHEET TITLE:
DOCK EXHIBIT



ENGINEERS • SURVEYORS • PLANNERS
 1296 Polston Avenue, Suite B, Post Falls, Idaho 83854
 PHONE (208) 773-8370 www.incnorthwest.com FAX (208) 777-2128