

ARTICLES OF INCORPORATION
OF THE
BIG SKY HIDDEN VILLAGE OWNERS ASSOCIATION, INC.

We, the undersigned, hereby associate ourselves for the purpose of forming a corporation not-for-profit under the laws of the State of Montana, pursuant to MCA 35-2-101 etseq. and certify as follows:

ARTICLE I

NAME

The name of this corporation shall be:

BIG SKY HIDDEN VILLAGE OWNERS ASSOCIATION, INC.

ARTICLE II

PURPOSE

In accordance with the provisions of MCA 35-2-101 etseq., the general purpose of this corporation shall be to be the "Association" (as defined in MCA 70-23-101 etseq. - the Montana Unit Ownership Act) for the operation of the Condominium known as Big Sky Hidden Village, a Condominium at Big Sky, Montana, created pursuant to the provisions of the Unit Ownership Act, and to be subject to the Montana Nonprofit Corporation Act, and as such Association, to operate and administer said Condominium and carry out the functions and duties of the said Condominium as set forth in the Declaration of Condominium establishing said Condominium and further to exercise all powers granted to a Condominium Association and/or Owners Association under the said Unit Ownership Act and the Montana Nonprofit Corporation Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this corporation's capacity as an Owners Association.

ARTICLE III

MEMBERS

All persons who are owners of a condominium unit within said Condominium shall automatically be members of this corporation. Such membership shall automatically terminate when such person is no longer owner of a Condominium Unit. Membership in the corporation shall be limited to such Owners.

Persons who own interests in said time sharing plan shall be members of this corporation, their rights and duties to be as defined in the Declaration and By-Laws of the Big Sky Hidden Village Condominium as recorded in Book 66, at pages 1683, 1684, 1685, 1686 and 1687 on November 4, 1981. (as amended).

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STATE OF MONTANA
FILED

FEB 14 1983

JIM WALTERMIRE
SECRETARY OF STATE

Jim Waltermire
2/14/83
20.00

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration and By-Laws of Big Sky Hidden Village Condominium.

ARTICLE IV

TERM

This Corporation shall have perpetual existence.

ARTICLE V

MANAGEMENT OF AFFAIRS OF CORPORATION, DIRECTORS AND OFFICERS

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than the number specified in the By-Laws.

The first Board shall consist of five (5) persons and the following persons shall constitute the initial Board of Directors and shall serve until the first election of the Board of Directors at the next regular meeting of the membership:

<u>NAME</u>	<u>ADDRESS</u>
Dan Ricker	P.O. Box 5, Big Sky MT 59716
Carol Ricker	P.O. Box 5, Big Sky MT 59716
Bob Ricker	P.O. Box 5, Big Sky Mt 59716
Susan Elliot	P.O. Box 5, Big Sky MT 59716
Ed Dobbin	P.O. Box 5, Big Sky MT 59716

The directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership in the manner and in accordance with the method provided for in the By-Laws of the corporation, and provisions respecting the removal, disqualification and resignation of directors and for filling vacancies on the Board of Directors shall be established by the By-Laws.

Section 2. The principal officers of the corporation shall be a President, Vice President, Secretary and Treasurer, who shall be elected by the Board of Directors according to the By-Laws. The directors may, if they

desire, combine the office of Secretary and Treasurer one with the other, or either of them with the office of Vice President, and create for such other officers as may be provided for in the By-laws.

ARTICLE VI

BY-LAWS

The By-Laws of the corporation are the same as those filed of record for the Big Sky Hidden Village Condominium.

After the property described in the Big Sky Hidden Village Declaration (as amended) in Article II hereof has been submitted to the condominium ownership by filing of the Declaration of Condominium and the By-Laws may be amended, altered, supplemented or modified by the membership at the annual meeting, or at a duly convened special meeting of the membership, by vote, as follows:

- A. The proposed change must be approved by seventy five (75%) per cent of the Unit owners.

ARTICLE VII

REMOVAL OF OFFICERS AND DIRECTORS

Officers and directors may be removed prior to the expiration of their terms in accordance with the provisions of Montana law, the By-Laws of this corporation and Declaration of Condominium.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of this corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that the event of any claim or reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of

Directors approves such settlement and reimbursement as being in the interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or office may be entitled.

ARTICLE IX

POWERS

The powers of the corporation shall include and be governed by the following provisions:

1. The corporation shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, and in addition, all the powers conferred by the Unit Ownership Act upon a Condominium Association, and the Nonprofit Corporation Act upon an Owners Association, and in addition, all of the powers set forth in the Declaration and By-Laws of the Condominium, which are not in conflict with the statutory law.
2. The corporation shall have all of the powers reasonably necessary to implement the powers of the corporation, including, but not limited to, the following:
 - (a) To operate and manage the condominium and condominium property in accordance with the sense, meaning, direction, purpose and intent contained in the Declaration and By-Laws of the Condominium.
 - (b) To make and collect assessments against members to defray the cost of the condominium and to refund common surplus to members to apply the same to future expenses.
 - (c) To use the proceeds of assessments in the exercise of its powers and duties.
 - (d) To maintain, repair, replace and operate the condominium property.
 - (e) To reconstruct improvements upon the proerty after casualty and to further improve the property.
 - (f) To make and amend regulations respecting the use of the property in the condominium.
 - (g) To enforce by legal means the provisions of the Condominium documents, these Articles of Incorporation,

the By-Laws of the corporation and the regulations for the use of the property in the condominium.

- (h) To contract for the management of the condominium and to authorize its contractor to perform functions and duties for or on behalf of the association except where such authorization is prohibited by applicable law or the Declaration or the By-Laws of the Association.
3. All funds and title to all properties acquired by the corporation and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents.
4. The powers of the corporation shall be subject to and be exercised in accordance with the provisions of the Declaration and By-Laws of the Condominium, and the Nonprofit Corporation Act.

ARTICLE X

CONTRACTURAL POWERS

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in, or is a director, member or officer of any such other firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XI

PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME

This corporation shall never have nor issue any shares of stock of any kind or nature whatsoever. Membership in the corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declaration and By-Laws of the Condominium. The voting rights of the owners shall be as set forth in the Declaration and By-Laws.

There shall be no dividends paid to any of the members, nor shall any part of the income of the corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses. The corporation may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distribution to its members as is permitted by the Court having jurisdiction thereof and/or as provided in the Unit Ownership Act and the Nonprofit Corporation Act., and no such payment benefit or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE XII

AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by any member or director and shall be adopted in the same manner as is provided in the By-Laws. Said amendment shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, signed by the Secretary and executed and acknowledged by the President or Vice President, has been filed with the Secretary of State, and all filing fees paid.

ARTICLE XIII

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be:

J. DAVID PENWELL
403 W. Mendenhall
P.O. Box 1677
BOZEMAN, Montana 59715

and the registered office shall be located at 403 W. Mendenhall, P.O. Box 1677, Bozeman, Montana 59715, or such other persons or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

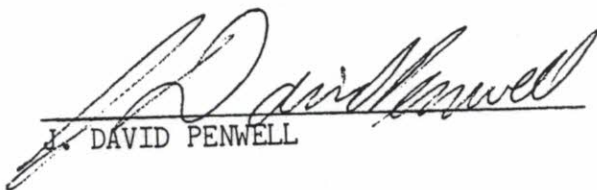
ARTICLE XIV

SUBSCRIBERS

The name and address of the incorporator to these Articles of Incorporation is as follows:

J. DAVID PENWELL
403 W. Mendenhall
P.O. Box 1677
Bozeman, Montana 59716

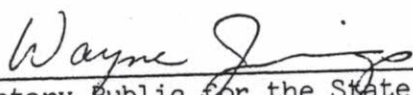
IN WITNESS WHEREOF I have hereunto set my hand and seal at
Bozeman, Montana, this 1st day of December, 1982.


J. DAVID PENWELL

STATE OF MONTANA)
 : ss.
County of Gallatin)

BEFORE ME, the undersigned authority, this day personally appeared J. DAVID PENWELL, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation of BIG SKY HIDDEN VILLAGE OWNERS ASSOCIATION, INC., a corporation not-for-profit, and he acknowledged before me that he signed and executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Bozeman, Gallatin County, State of Montana, this 1st day of December, 1982.


Notary Public for the State of Montana
Residing at Bozeman, Montana
My Commission Expires: 11-1-84

(S E A L)

Office of the Secretary of State



STATE OF MONTANA

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION

I, JIM WALTERMIRE, Secretary of State of the State of Montana, do hereby certify that duplicate originals of the Articles of Amendment to the Articles of Incorporation of **BIG SKY HIDDEN VILLAGE OWNERS ASSOCIATION, INC.**, a Montana corporation, duly executed pursuant to the provisions of Section 35-2-209, Montana Code Annotated, have been received in my office and conform to law.

NOW, THEREFORE, I, JIM WALTERMIRE, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Amendment to the Certificate of Incorporation of **BIG SKY HIDDEN VILLAGE OWNERS ASSOCIATION, INC.**, a Montana corporation, and attach hereto a duplicate original of the Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, I
have hereunto set my hand and
affixed the Great Seal of the
State of Montana, at Helena,
the Capital, this June 28,
A.D. 1983.

Jim Waltermire
JIM WALTERMIRE
Secretary of State

by Florence Armezast Depu

JUN 28 1983

AMENDMENT TO ARTICLES OF INCORPORATION
OF BIG SKY HIDDEN VILLAGE OWNERS ASSOCIATION, INC. **JIM WALTERMIRE**
SECRETARY OF STATE

The undersigned, being the President and the Secretary of the Big Sky Hidden Village Owners Association, herewith set forth that the Articles of Incorporation of the Big Sky Hidden Village Owners Association, a Montana Non-Profit Corporation, as filed with the Montana Secretary of State's office on February 18, 1983 have been and herewith are amended in the following manner:

A. Article III shall be amended to read as follows with the designated deletions and additions (deletions to be stricken and underlined portions to be added):

MEMBERS

All persons who are owners of a condominium unit within said Condominium shall automatically be members of this corporation. Such membership shall automatically terminate when such person is no longer owner of a Condominium Unit. Membership in the corporation shall be limited to such Owners.

Persons who own interests in said time sharing plan have an ownership interest in said Condominium Units shall be members of this corporation, their rights and duties to be as defined in the Declaration and By-laws of the Big Sky Hidden Village Condominium as recorded in Book 66, at pages 1683, 1684, 1685, 1686 and 1687 on November 4, 1981. (as amended).

B. Article V of the said Articles of Incorporation shall be amended to show the following persons who shall consist of the five persons comprising the initial Board of Directors as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bob Graff	P.O. Box 5, Big Sky MT 59716
Karen Scholz	P.O. Box 5, Big Sky MT 59716
Ed Dobbin	P.O. Box 5, Big Sky MT 59716
Eleanore Wink	P.O. Box 5, Big Sky MT 59716
Nancy Holdeman	P.O. Box 5, Big Sky MT 59716

C. Except as specifically amended and changed hereinabove, the said Articles of Incorporation as initially filed with the Montana Secretary of State's office on February 18, 1983, shall remain unchanged, current and in full force and effect.

On the 10th day of May, 1983, the above amendment to the Articles of Incorporation of Big Sky Hidden Village Owners Association, Inc. was approved and adopted by 75% or more of the owners of Big Sky Hidden Village Condominium Units owning 76% or more of the common elements of said Condominium.

The undersigned, being the President of the Big Sky Hidden Village Owners Association and as attested to by the Secretary herewith certifies that the above amendment to the Articles of Incorporation of the Big Sky Hidden Village Owners Association have been adopted and duly approved in accordance with Article XII of the said Articles of Incorporation and approved by the members thereof.

Dated this 10 day of May, 1983.

Robert F. Hoff
President

ATTEST:

Samuel [unclear]
Secretary

STATE OF MONTANA)
 : ss.
County of Gallatin)

BEFORE ME, the undersigned authority, appeared to me Robert F. Hoff, known to me to be the President of Big Sky Hidden Village Owners Association, and he acknowledged before me that he signed and executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Bozeman, Gallatin County, State of Montana, this 10 day of May, 1983.

Carol W. Graybill
Notary Public for the State of Montana
Residing at Bozeman, Montana
My Commission Expires: 12-10-85

(S E A L)

Office of the Secretary of State



STATE OF MONTANA

CERTIFICATE OF INCORPORATION

I, JIM WALTERMIRE, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Articles of Incorporation for the incorporation of

BIG SKY HIDDEN VILLAGE OWNERS ASSOCIATION, INC.

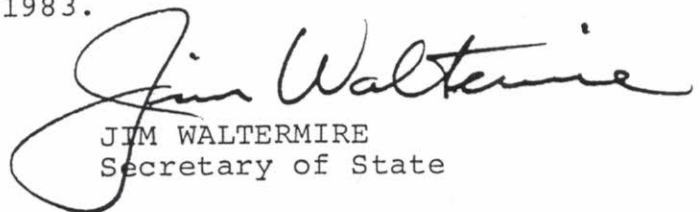
duly executed pursuant to the provisions of Section 35-2-201, Montana Code Annotated, have been received in my office and found to conform to law.

NOW, THEREFORE, I, JIM WALTERMIRE, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to

BIG SKY HIDDEN VILLAGE OWNERS ASSOCIATION, INC.

and attach hereto a duplicate original of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 18th day of February, A.D. 1983.


JIM WALTERMIRE
Secretary of State

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