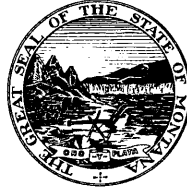


# SECRETARY OF STATE

STATE OF MONTANA

BRAD JOHNSON

Business Services Bureau  
Mark Simonich, Deputy



Montana State Capitol  
PO Box 202801  
Helena, MT 59620-2801  
(406)444-3665  
<http://www.sos.mt.gov/>

GOETZ GALLIK & BALDWIN PC  
PO BOX 6580  
BOZEMAN MT 59771

February 9, 2005

Dear Mr. Gallik:

RECEIVED	FEB 11 2005	RE: TOWN CENTER OWNERS ASSOCIATION, INC.
	GOETZ, GALLIK & BALDWIN, P.C.	RESTATED ARTICLES OF INCORPORATION Date of Filing: January 26, 2005 Filing Number: D115605 - 580352

I've approved the filing of the documents for the above named entity. The document number and filing date have been recorded on the original document which is filed in our office. This letter serves as your certificate of filing and should be maintained in your files for future reference.

Thank you for giving this office the opportunity to serve you. If you have any questions in this regard, or need additional assistance, please do not hesitate to contact the Business Services Bureau professionals at (406) 444-3665.

Sincerely,

A handwritten signature in cursive script that reads "Brad Johnson".

Brad Johnson  
Secretary of State

BKG \_\_\_\_\_  
KAB \_\_\_\_\_  
JDG \_\_\_\_\_  
Client

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**TOWN CENTER OWNERS' ASSOCIATION, INC.**

STATE OF MONTANA  
**FILED**  
JAN 26 2005  
SECRETARY OF STATE

Town Center Owners' Association, Inc., a Montana Non-Profit Corporation Act, hereby restates its Articles of Incorporation, pursuant to Montana Code Annotated ("MCA") Sections 35-2-226 and 35-2-225

**ARTICLE I.**

**Name.** The name of the Corporation is **TOWN CENTER OWNERS' ASSOCIATION, INC.**

**ARTICLE II.**

**Period of Duration.** The period of duration is perpetual.

**ARTICLE III.**

**Mutual Benefit Corporation.** The Corporation is a mutual benefit corporation.

**ARTICLE IV.**

**Purposes of Corporation.** This Corporation shall be organized for any lawful tax-exempt purpose or purposes permitted under the Montana Non-Profit Corporation Act of the State of Montana, or any successor non-profit corporation law, including, without limitation: (1) ownership and administration of real and personal property; (2)

implementation, administration and enforcement of the Big Sky Town Center Declaration of Covenants, Conditions and Restrictions (herein "Declaration"); (3) through the Town Center Architectural Committee, the adoption, administration and enforcement of the *Big Sky Town Center Design Standards and Guidelines*; (4) through a Town Center Parking District, the adoption, administration and enforcement of a Parking Ordinance, a Parking Regulation, Management Plan and Ordinance; (5) administration and enforcement of all permitting or approval requirements of the Declaration as it concerns real property encumbered by this Declaration; (6) assessment, levy and collection of assessments or fees for capital improvements, maintenance and enforcement of the Declaration; (7) assessment, levy and collection of assessments for Common Areas or Open Space owned in common by the Corporation; (8) assessment, levy and collection of assessments for the Parking District; (9) assessment, levy and collection of assessments for Common Private Driveways; and (10) such other and further matters as may be for the common good and welfare of owners of pads or lots encumbered by the Declaration (herein "Town Center Property").

#### **ARTICLE V.**

**Registered Office and Agent.** The street address of the registered office of the Corporation is 326 North Broadway, Bozeman, MT 59715. The name of the registered agent at such address is William G. Simkins. The mailing address for the Corporation is 326 North Broadway, Bozeman, MT 59715.



**ARTICLE VIII.**

**Limitation of Director Liability.** In addition to any other limitation on director liability provided by law, no director shall be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for the following matters:

- (1) breach of the director's duty of loyalty to the Corporation or its members;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of laws;
- (3) a transaction from which a director derived an improper personal economic benefit;
- (4) a distribution in violation of these Articles or any other provision of the law for which the director voted;
- (5) a transaction for which the director voted and from which such director derives an improper personal benefit (M.C.A. § 35-2-418 (Director Conflict of Interest)); or
- (6) an unlawful loan to, or guaranty for, such director (M.C.A. § 35-2-435) (Loans to or guaranties for directors and officers).

**ARTICLE IX.**

**Amendments.** These articles may be amended only by a vote of two-thirds (2/3) of the members entitled to vote at a meeting specially called for such purpose at which a

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HPD - DISTRICT OF COLUMBIA

quorum is present and the written approval of such amendment by Westland and the Developer regardless of whether either of these entities is a member of this Corporation. Notice of the meeting shall contain or be accompanied by the text of the proposed amendment.

**ARTICLE X.**

**Distribution of Income.** All net income of the Corporation shall be distributed exclusively for the non-profitable, tax-exempt purposes of the Corporation in furtherance of the common good and welfare of all owners of lots or tracts comprising the Town Center Property. No part of the net income of the Corporation shall inure to the benefit of any private member or individual.

**ARTICLE XI.**

**Distribution of Assets on Dissolution.** Upon dissolution, the assets of the Corporation shall be distributed, subject to any contractual or legal requirements, to any successor non-profit entity formed for substantially the same purposes as this Corporation, and in the absence thereof, to the Developer, or default successor, formed for the purpose, among others, of administering and enforcing the Declaration.

IN WITNESS WHEREOF, the Board of Directors, the President, and Secretary execute this document on the 19<sup>th</sup> day of January, 2005.

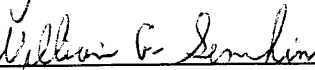
TOWN CENTER OWNERS ASSOCIATION, INC.

By: William G. Simkins  
William G. Simkins, Director

SECRET  
2005 JAN 26 AM 9:59  
PROJECT TOWN CENTER

By:   
Thomas Simkins, Director

By:   
John Simkins, Director


By:   
William G. Simkins, President

ATTEST:


  
Thomas Simkins, Secretary

APPROVAL BY WESTLAND ENTERPRISES, INC. AND SIMKINS HOLDINGS, LLC

Westland Enterprises, Inc.

  
By: William G. Simkins, Vice President

Simkins Holdings, LLC

  
By: Thomas Simkins, Manager

REC'D  
2015 JUN 26 AM 9:59  
WESTLAND ENTERPRISES, INC.

**ACKNOWLEDGMENTS**

STATE OF MONTANA )  
 )  
 ) ss.  
 )  
County of Gallatin )

This instrument was acknowledged before me on the 19<sup>th</sup> day of January, 2005, by William G. Simkins, a Director of TOWN CENTER OWNERS ASSOCIATION, INC.

Brenda L. Carrier  
Notary Public for State of Montana  
Name Printed Brenda L. Carrier  
Residing at Belgrade, Montana  
My Commission Expires: March 31, 2008

(SEAL)

STATE OF MONTANA )  
 )  
 ) ss.  
 )  
County of Gallatin )

This instrument was acknowledged before me on the 19<sup>th</sup> day of January, 2005, by Thomas Simkins, a Director of TOWN CENTER OWNERS ASSOCIATION, INC.

Brenda L. Carrier  
Notary Public for State of Montana  
Name Printed Brenda L. Carrier  
Residing at Belgrade, Montana  
My Commission Expires: March 31, 2008

(SEAL)

STATE OF MONTANA )

2005 JAN 26 AM 09:59  
HP  
VING



STATE OF MONTANA )  
                                  ) :ss.  
County of Gallatin )

This instrument was acknowledged before me on the 19<sup>th</sup> day of January, 2005, by Thomas Simkins, Secretary of TOWN CENTER OWNERS ASSOCIATION, INC.

Brenda L. Carrier  
Notary Public for State of Montana  
Name Printed Brenda L. Carrier  
Residing at Belgrade, Montana  
My Commission Expires: March 31, 2008

(SEAL)

STATE OF MONTANA )  
                                  ) :ss.  
County of Gallatin )

This instrument was acknowledged before me on the 19<sup>th</sup> day of January, 2005, by Thomas Simkins, Manager of Simkins Holdings, LLC.

Brenda L. Carrier  
Notary Public for State of Montana  
Name Printed Brenda L. Carrier  
Residing at Belgrade, Montana  
My Commission Expires: March 31, 2008

(SEAL)

808-328-1111  
2005 JAN 26 AM 10:59  
HARRIS

**CERTIFICATE OF RESTATEMENT OF**

**ARTICLES OF INCORPORATION**

**OF**

**TOWN CENTER OWNERS' ASSOCIATION, INC.**

The Board of Directors, the President and Secretary of Town Center Owners Association, Inc., a Montana Non-Profit Corporation Act, hereby execute this Certificate of Restatement of Articles of Incorporation, pursuant to Montana Code Annotated ("MCA") Sections 35-2-226 and 35-2-225

- I. The current name of the Corporation is Town Center Owners Association, Inc.
- II. The Restatement of Articles of Incorporation contains Amendments to the Articles requiring Member approval.
- III. The Amendments to the Articles of Incorporation are:
  - A. To delete the existing Articles, in their entirety; and
  - B. To replace them with Restated Articles of Incorporation to read as follows:

**ARTICLE I.**

**Name.** The name of the Corporation is **TOWN CENTER OWNERS' ASSOCIATION, INC.**

**ARTICLE II.**

**Period of Duration.** The period of duration is perpetual.

2005 JUN 26 AM 9:59  
TOWN CENTER OWNERS' ASSOCIATION

**ARTICLE III.**

**Mutual Benefit Corporation.** The Corporation is a mutual benefit corporation.

**ARTICLE IV.**

**Purposes of Corporation.** This Corporation shall be organized for any lawful, tax-exempt purpose or purposes permitted under the Montana Non-Profit Corporation Act of the State of Montana, or any successor non-profit corporation law, including, without limitation: (1) ownership and administration of real and personal property; (2) implementation, administration and enforcement of the Big Sky Town Center Declaration of Covenants, Conditions and Restrictions (herein "Declaration"); (3) through the Town Center Architectural Committee, the adoption, administration and enforcement of the *Big Sky Town Center Design Standards and Guidelines*; (4) through a Town Center Parking District, the adoption, administration and enforcement of a Parking Ordinance, a Parking Regulation, Management Plan and Ordinance; (5) administration and enforcement of all permitting or approval requirements of the Declaration as it concerns real property encumbered by this Declaration; (6) assessment, levy and collection of assessments or fees for capital improvements, maintenance and enforcement of the Declaration; (7) assessment, levy and collection of assessments for Common Areas or Open Space owned in common by the Corporation; (8) assessment, levy and collection of assessments for the Parking District; (9) assessment, levy and collection of assessments for Common Private Driveways; and (10) such other and further matters as may be for the common good and welfare of owners of pads or lots encumbered by the Declaration (herein "Town Center