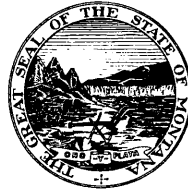


SECRETARY OF STATE

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.

2015 JUN 26 AM 9:58
TOWN CENTER
BOZEMAN, MT

ARTICLE VI.

Membership. The Corporation shall have members, being all legal or equitable owners of lots, including Condominium Associations which hold title to a lot, (“Lot Owner Members”) and legal or equitable owners of condominium units (“Condominium Unit Members”) comprising the Town Center Property, more particularly described on Exhibit A to the Declaration and all amendments thereto. The members are Westland Enterprises, Inc., a Montana corporation, (herein “Westland”), Simkins Holdings, LLC, a Montana Limited Liability Company (herein “Developer”) and the owners of lots and/or condominiums in the Town Center Subdivision. Membership in the Corporation shall be subject to such regulations as are prescribed in the Bylaws.

ARTICLE VII.

Bylaws. The Board of Directors of the Corporation shall adopt Bylaws, which may be altered, amended, or new Bylaws adopted, only by a two-thirds (2/3) vote of the members of the Corporation who are entitled to vote at a meeting specially called for such purpose at which a quorum is present and the written approval of Westland and the Developer, regardless of whether either of these entities is a member of this Corporation. The notice of the meeting shall contain or be accompanied by the text of the proposed amendment.

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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

2005 JAN 26 10:08 AM
HPD - STATE OF OHIO

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 19th day of January, 2005.

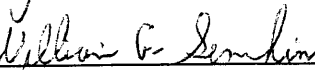
TOWN CENTER OWNERS ASSOCIATION, INC.

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 8:59
WESTLAND ENTERPRISES, INC.

ACKNOWLEDGMENTS

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

This instrument was acknowledged before me on the 19th 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 19th 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

County of Gallatin)
:ss.

This instrument was acknowledged before me on the 19th day of January, 2005, by John 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)
County of Gallatin)
:ss.

This instrument was acknowledged before me on the 19th day of January, 2005, by William Simkins, Vice President of Westland Enterprises, 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)
County of Gallatin)
:ss.

This instrument was acknowledged before me on the 19th day of January 2005, by William G. Simkins, President 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)

65-0-01-0-59
JAN 26 11 0:59 AM
MONTANA

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

This instrument was acknowledged before me on the 19th 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 19th 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

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 VI.

Incorporator. The name and address of the Incorporator was William G. Simkins, with address at 326 North Broadway, Bozeman, Montana 59715.

ARTICLE VII.

Membership. The Corporation shall have members, being all legal or equitable owners of lots, including Condominium Associations which hold title to a lot, (“Lot Owner Members”) and legal or equitable owners of condominium units (“Condominium Unit Members”) comprising the Town Center Property, more particularly described on Exhibit A to the Declaration and all amendments thereto. The members are Westland Enterprises, Inc., a Montana corporation, (herein “Westland”), Simkins Holdings, LLC, a Montana Limited Liability Company (herein “Developer”) and the owners of lots and/or condominiums in the Town Center Subdivision. Membership and differential voting rights in the Corporation shall be subject to such regulations and limitations as are prescribed in the Bylaws.

2015
MAY 20 10 59 AM
WESTLAND ENTERPRISES, INC.

ARTICLE VIII.

Bylaws. The Board of Directors of the Corporation shall adopt Bylaws, which may be altered, amended, or new Bylaws adopted, only by a two-thirds (2/3) vote of the members of the Corporation who are entitled to vote at a meeting specially called for such purpose at which a quorum is present and the written approval of Westland and the Developer, regardless of whether either of these entities is a member of this Corporation. The notice of the meeting shall contain or be accompanied by the text of the proposed amendment.

ARTICLE IX.

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

2015 JAN 26 PM 8:59
WESTLAND DEVELOPMENT CORPORATION

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 X.

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 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 XI.

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 XII.

Distribution of Assets on Dissolution. Upon dissolution, the assets of the Corporation shall be distributed, subject to any contractual or legal requirements, to any

2005 JUN 26 AM 59
WESTLAND DEVELOPMENT

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.

IV. Pursuant to MCA Section 35-2-226, the Board of Directors hereby certify that these Amended and Restated Articles of Incorporation were adopted by the Members on the 19th day of January, 2005;

V. There were 77 memberships outstanding;

V. Sixty-one (61) Members voted for the Amendments;

VI. Zero (0) Members voted against the Amendments.

VII. The number of votes cast for the Amendments were sufficient for Approval.

VIII. The Developer and Westland approved the Amendments as evidenced by their signatures set forth below.

DATED this 19th day of January, 2005.

TOWN CENTER OWNERS ASSOCIATION. INC.

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

By: Thomas Simkins
Thomas Simkins, Director

By: John Simkins
John Simkins, Director

2005 JAN 26 AM 11:59
HELEN SIMKINS

By: William G. Simkins
William G. Simkins, President

ATTEST:
[Signature]
Tom Simkins, Secretary.

APPROVED BY WESTLAND ENTERPRISES, INC. and SIMKINS HOLDINGS, LLC:

Westland Enterprises, Inc.
William G. Simkins
By: William G. Simkins, Vice President

Simkins Holdings, LLC
[Signature]
By: Thomas Simkins, Manager

2005 JAN 26 AM 8:59
WESTLAND ENTERPRISES, INC.
SIMKINS HOLDINGS, LLC

ACKNOWLEDGMENTS

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

This instrument was acknowledged before me on the 19th 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 19th 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)
) :ss.
County of Gallatin)

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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 19th day of January, 2005, by William Simkins, Vice President of Westland Enterprises, 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 19th day of January, 2005, by William G. Simkins, President 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 19th 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)

2005 JAN 26 AM 8:59
TOWN CENTER OWNERS ASSOCIATION

STATE OF MONTANA)
) ss.
County of Gallatin)

This instrument was acknowledged before me on the 19th 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)

2005 JAN 26 AM 9:59
H.C. 2005
H.C. 2005