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Page: 1 of 6 04/12/2022 03:43:27 PM Fee: \$48.00
Eric Semerad - Gallatin County, MT MISC

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PO Box 161273
Big Sky, MT 59716

2772395

Page: 1 of 6 04/07/2022 12:01:05 PM Fee: \$48.00
Eric Semerad - Gallatin County, MT MISC

NOTE: This document is being re-recorded to correct the memberships outstanding and entitled to vote, as provided at 3.a on page 2.

**FIRST AMENDMENT
TO
AMENDED AND RESTATED BYLAWS
OF
TOWN CENTER OWNERS' ASSOCIATION, INC.**

This First Amendment (this "First Amendment") to Amended and Restated Bylaws of Town Center Owners' Association, Inc., a Montana nonprofit corporation (the "Corporation"), is made this 5th day of April, 2022.

RECITALS

A. The Corporation is governed by those certain October 2008 Amended and Restated Bylaws of Town Center Owners' Association, Inc., recorded on August 28, 2009 with the Office of the Clerk and Recorder of Gallatin County, Montana as Document No. 2340943, (as the same may be further amended, restated, or replaced, the "Bylaws").

B. The Corporation desires to further amend the Bylaws in order to, among other things, conform certain provisions of the Bylaws with the Declaration, and make certain clarifying amendments.

C. Article X of the Bylaws provides that the Bylaws may be amended by approval of a two-thirds (2/3) vote of the members entitled to vote at a meeting of members specially called for such purpose at which a quorum is present, or a majority of the voting power, whichever is less, and the written approval of Westland and the Developer, and this First Amendment has been approved by the members and by written approval of Westland and the Developer.

NOW, THEREFORE, based upon the foregoing, the Bylaws are amended as follows:

1. Amendment to Developer. All references to Simkins Holdings, LLC, a Montana limited liability company (or Developer), and/or Westland Enterprises, Inc., a Montana corporation (or Westland), are hereby deleted and replaced with references to the Declarants (as that term is defined in the August 2019 Superseded and Replaced Big Sky Town Center Declaration of Covenants, Conditions and Restrictions, recorded on September 4, 2019 with the Office of the Clerk and Recorder of Gallatin County, Montana as Document No. 2656826 (as the same may be amended, supplemented, or replaced from time to time, the "Declaration")),

together with any successor or assignee Declarant, who becomes the Declarants under the Declaration, as set forth in a written instrument recorded with the office of the Clerk and Recorder of Gallatin County, Montana.

2. Town Center Property. All references in the Bylaws to the Town Center Property shall hereafter refer to the "Property" (as defined in the Declaration) which is subject to the Declaration from time to time.

3. Board and Member Approval. This First Amendment has been (i) approved by the Corporation's board of directors, (ii) unanimously approved by Westland and the Developer in accordance with Article X of the Bylaws, and (iii) approved by the members of the Corporation in accordance with Article X of the Bylaws, as follows:

- a. As of the date of the adoption of this First Amendment there were ~~three (3)~~ forty-five (45) memberships outstanding and entitled to vote. RH
4/12/22
- b. The members entitled to vote on this First Amendment collectively cast forty-two (42) votes for this First Amendment and zero (0) votes against this First Amendment.
- c. The number of votes cast by the members for this First Amendment was sufficient for approval by the members of the Corporation.

4. Miscellaneous Provisions. This First Amendment amends the Bylaws and shall be incorporated into and made a part of the Bylaws. Except as specifically amended or supplemented herein, all terms of the Bylaws shall remain in full force and effect. In the event the terms of this First Amendment and the Bylaws conflict or are inconsistent, the terms of this First Amendment shall control. Unless specifically defined herein, all capitalized terms shall have the definition given in the Bylaws.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned officer of the Town Center Owners' Association, Inc. hereby certifies that this First Amendment to Bylaws of Town Center Owners' Association, Inc. has been approved and adopted in accordance with the Bylaws.

Town Center Owners' Association, Inc.

By: William G. Simkins

Name: William G. Simkins

Title: Director and President

By: Thomas R. Simkins

Name: Thomas R. Simkins

Title: Director and Vice President/Secretary

By: Ryan J. Hamilton

Name: Ryan J. Hamilton

Title: Director and Treasurer

APPROVED BY Westland Enterprises, Inc. and Simkins Holdings, LLC

Simkins Holdings, LLC

By: William G. Simkins

Name: William G. Simkins

Title: Manager

By: Thomas R. Simkins

Name: Thomas R. Simkins

Title: Manager

Westland Enterprises, Inc.

By: William G. Simkins

Name: William G. Simkins

Title: President

By: Thomas R. Simkins

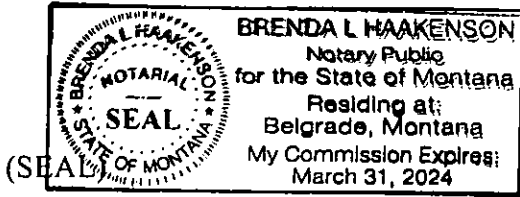
Name: Thomas R. Simkins

Title: Vice President

ACKNOWLEDGMENT

STATE OF MONTANA)
 :SS
County of Gallatin)

This Instrument was **ACKNOWLEDGED** before me this 7th day of April, 2022, by William G. Simkins, as Director and President of Town Center Owners' Association, Inc.

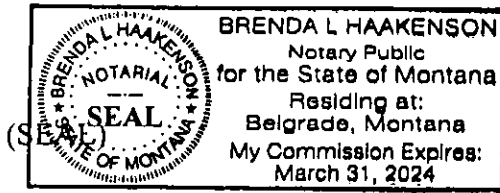


Brenda L. Haakenson
Notary Public for the State of Montana
Brenda L. Haakenson
Printed Name
Residing at Belgrade, MT
My Commission Expires: March 31 2024

ACKNOWLEDGMENT

STATE OF MONTANA)
 :SS
County of Gallatin)

This Instrument was **ACKNOWLEDGED** before me this 6th day of April, 2022, by Thomas R. Simkins, as Director and Vice President/Secretary of Town Center Owners' Association, Inc.

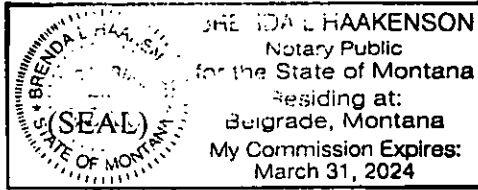


Brenda L. Haakenson
Notary Public for the State of Montana
Brenda L. Haakenson
Printed Name
Residing at Belgrade, MT
My Commission Expires: March 31 2024

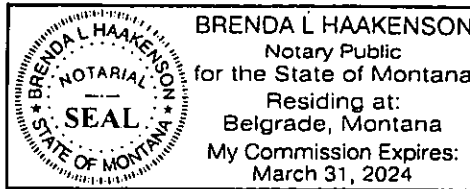
ACKNOWLEDGMENT

STATE OF MONTANA)
)
:SS
County of Gallatin)

This Instrument was **ACKNOWLEDGED** before me this 7th day of April, 2022, by Ryan J. Hamilton as Director and Treasurer of Town Center Owners' Association, Inc.



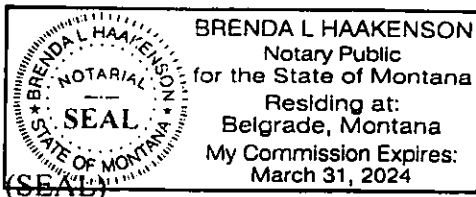
Brenda L. Haakenson
Notary Public for the State of Montana
Brenda L. Haakenson
Printed Name
Residing at Belgrade, MT
My Commission Expires: March 31 2024



ACKNOWLEDGMENT

STATE OF MONTANA)
)
:SS
County of Gallatin)

This Instrument was **ACKNOWLEDGED** before me this 7th day of April, 2022, by William G. Simkins, as President of Westland Enterprises, Inc. and as Manager of Simkins Holdings, LLC.

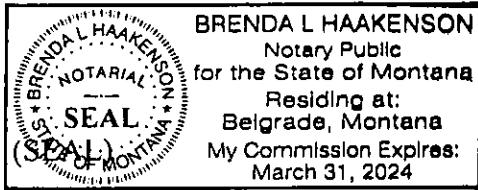


Brenda L. Haakenson
Notary Public for the State of Montana
Brenda L. Haakenson
Printed Name
Residing at Belgrade, MT
My Commission Expires: March 31 2024

ACKNOWLEDGMENT

STATE OF MONTANA)
 :SS
County of Gallatin)

This Instrument was **ACKNOWLEDGED** before me this 10th day of April, 2022, by Thomas R. Simkins, as Vice President of Westland Enterprises, Inc. and as Manager of Simkins Holdings, LLC.



Brenda L. Haakenson
Notary Public for the State of Montana
Brenda L. Haakenson
Printed Name
Residing at Belgrade, MT
My Commission Expires: March 31 2024