

SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

I, MIKE COONEY, Secretary of State of the State of Montana, do hereby certify that the Articles of Incorporation for the incorporation of S.M.W. OWNERS' ASSOCIATION, INC., a Montana nonprofit corporation, duly executed pursuant to the provisions of Section 35-2-203, Montana Code Annotated, have been received in my office and conform to law.

NOW, THEREFORE, I, MIKE COONEY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to S.M.W. OWNERS' ASSOCIATION, INC. a Montana nonprofit corporation, and attach hereto a copy 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 May 2, A.D. 1989.

A handwritten signature in cursive script that reads "Mike Cooney".

MIKE COONEY
Secretary of State

(GREAT SEAL)

FILED

MAY 2 1989

SECRETARY OF STATE

*RR-
PQ-#20-00*

ARTICLES OF INCORPORATION
OF
S.M.W. OWNERS' ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation under the Montana Nonprofit Corporation Act, adopts the following Articles of Incorporation for the corporation.

ARTICLE I

The name of the corporation is S.M.W. Owners' Association, Inc. ~~Such name was selected to represent Shining Mountains West Owners' Association, a name deceptively similar to Shining Mountains Owners' Association and therefore unavailable to the corporation herein formed.~~

L. Spada

ARTICLE II

The period of its duration shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are to protect and promote the welfare of the members of the Association pursuant to and in accordance with the Protected Covenants appurtenant to the real property described as the Shining Mountains West Certificates of Surveys, pages 291 through 293 of the Madison County Clerk and Recorder's records and to transact any business not prohibited.

ARTICLE IV

A. The corporation shall be prohibited from engaging in any regular business or activity of a kind ordinarily carried on for profit, and no part of the income or net earnings of the

corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the corporation or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes and reimbursement may be made for any expense incurred for the corporation by any officer, director, member, agent, or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and further provided that no member, director or officer of the corporation, or any other private individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in §501(h) of the Internal Revenue Code, as amended from time to time. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

B. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private member or other individual or any substantial part of the activities of which consist of carrying on propaganda or otherwise attempting to influence legislation.

C. Upon dissolution of the corporation, all of its

assets shall be paid over or transferred to one or more exempt organizations of the kind described in §501(c) of the Internal Revenue Code, as amended from time to time.

D. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of §501(c) of the Internal Revenue Code and under section 15-31-102, Montana Code Annotated.

ARTICLE V

The corporation shall have members and the proxy system of voting by members of the corporation shall be permitted.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as the initial directors are:

David Benedict, P. O. Box 831, Ennis, MT 59729

Pamela Benedict, P. O. Box 831, Ennis, MT 59729

Louis Sposita, P. O. Box 154, McAllister, MT 59740

ARTICLE VII

The corporation directors shall not be liable for monetary damages for breach of their fiduciary duty, except for acts or omissions that constitute willful misconduct, recklessness, or a knowing violation of law, including the Montana Nonprofit Corporation Act.

ARTICLE VIII

A director may be removed from office at a special meeting of members called by the president or by the Board of Directors by a vote of two thirds of the members represented in person or by proxy.

ARTICLE IX

The address of the initial registered office of the corporation is: 329 West Main Street, Ennis, Montana 59729, and the name of its initial registered agent at such address is: David Benedict.

ARTICLE X

The name and address of the incorporator is ~~S.M.W. Louis Sposita, P. O. Box 154, Shining Mountains West, McAllister, Owners' Association, Inc., 329 West Main Street, Ennis, Montana~~ *L. Sposita*
MT 59740.
~~59729.~~

DATED this 2nd day of May, 1989.

Louis J. Sposita
LOUIS SPOSITA
Shining Mountains West
P. O. Box 154
McAllister, MT 59740

Eula Compton
EULA COMPTON
219 South Grand
Bozeman, MT 59715
(406) 586-9669
Attorney for Incorporator

STATE OF MONTANA)
 : ss.
County of Gallatin)

On this 2nd day of May, 1989, before me, the undersigned, a Notary Public for the State of Montana, personally appeared Louis Sposita, known to me to be the person whose name is subscribed to within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

Eda Coug
Notary Public for the State of Montana
Residing at: *Bozeman, Mt.*
My commission expires: *1-10-72*

(Notarial Seal)