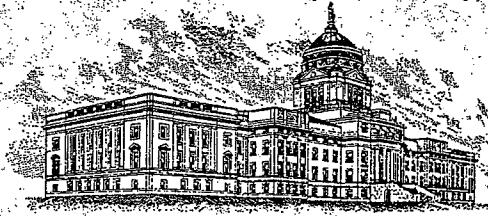


Office of the Secretary of State



OF THE STATE OF MONTANA

CERTIFICATE OF INCORPORATION

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

DEARBORN MEADOWS LAND OWNERS ASSOCIATION

duly executed pursuant to the provisions of Section 15-2328 of the Revised Codes of Montana, 1947, have been received in my office and are found to conform to law.

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

DEARBORN MEADOWS LAND OWNERS ASSOCIATION

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 14th

(GREAT SEAL)

day of November A.D. 19 77

Frank Murray
FRANK MURRAY

Secretary of State

Thomas Tucker
Thomas Tucker

XXXXXXXXXXXXXXXXXX
By *Carl M. DeWALT*
Chief Deputy

FILED

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FRANK MURRAY
SECRETARY OF STATE

By *Renneth W. Brown*
Deputy *ph*

ARTICLES OF INCORPORATION

OF

DEARBORN MEADOWS LAND OWNERS ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS::

That we, the undersigned, a majority of whom are citizens of the United States, have this day associated ourselves together for the purpose of forming a corporation under the laws of the State of Montana;

AND THAT WE HEREBY CERTIFY:

FIRST: That the name of the corporation shall be Dearborn Meadows Land Owners Association.

* SECOND: That this corporation is organized pursuant to the provisions of the Montana Nonprofit Corporation Act, as set forth under Chapter 23, Title 15 of the Montana Revised Codes.

THIRD: That this corporation shall be perpetual in duration or until seventy-five (75) percent of the voting membership agree to dissolve.

FOURTH: The primary and exclusive purposes of this corporation are to represent the interests of the property owners of that land development known as Dearborn Meadows and Upper Sawmill which is located approximately three (3) miles northwest of exit number two-hundred and forty (#240) on Interstate Highway number fifteen (15) between the cities of Great Falls and Helena, Montana.

These interests include, but shall not be limited to, the following:

(a) To maintain a viable road system through Dearborn Meadows and Upper Sawmill.

(b) To define and enforce the protective covenants governing these areas.

(c) To interact with any individuals, groups, agencies, or corporations on behalf of the jointly-defined concerns and goals of the property owners of Dearborn Meadows and Upper Sawmill.

(d) To oversee the future development of these areas.

(e) To protect and maintain the natural environment in so far as possible.

(f) To own, protect and maintain the designated parks within the area's boundaries.

The general purposes and powers of this corporation are as follows:

(a) To make contracts.

(b) To purchase, lease, replace and operate property, whether real, personal or mixed, including fixtures, buildings, and equipment, and to sell, convey, exchange, transfer upon trust, give liens by way of mortgage and/or trust deeds, and otherwise dispose of all real and personal property, including fixtures, buildings and equipment.

(c) To provide for the payment of all necessary operating expenses and other bills as may from time to time be determined to be necessary by the Board of Directors.

(d) To exercise any other rights and powers conferred on nonprofit corporations under the laws of Montana, as set forth in Section 2305, Title 15, of the Montana Revised Codes.

(e) Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

THIS CORPORATION DOES NOT CONTEMPLATE PECUNIARY GAIN OR PROFIT TO THE MEMBERS THEREOF, AND THE FUNDS OF THIS CORPORATION, WHETHER RECEIVED BY GIFT OR OTHERWISE AND REGARDLESS OF THE SOURCE THEREOF, SHALL BE USED EXCLUSIVELY IN THE PROMOTION OF THE ACTIVITIES OF THE CORPORATION, AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DETERMINE.

FIFTH: That the general management of the affairs of this corporation shall be under the control, supervision and direction of the Board of Directors.

The number and qualifications of the directors and members of this corporation may be set forth in the Bylaws of the corporation and the different classes of membership in the corporation, if any, together with the respective voting and other rights and privileges of each class of said membership, are to be set forth and provisions made therefor in the Bylaws of this corporation and the Bylaws are to set forth and make provision for the election and the term of office of the Board of Directors.

Other than for those set forth in the Bylaws of this corporation, all regulations regarding officers, meetings, quorums, voting rights, vacancies and bylaws shall be those as defined by the Montana Nonprofit Corporation Act, Chapter 23, Title 15, of the Montana Revised Codes.

SIXTH: That this corporation is not organized, not shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to the purposes set forth in Article Fourth hereof, and no part of the profits or net income of this corporation shall ever inure to the benefit of any private shareholder or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in the furtherances of the purposes set forth in Article Fourth hereof.

Upon the dissolution or winding up of this corporation, its assets will be distributed in the manner set forth under the provisions for dissolution of the Montana Nonprofit Corporation Act, to be found under Section 2346, Title 15, of the Montana Revised Codes. Any assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed among all persons who were members during the period the assets were owned by the corporation, in proportion to their patronage or amount of business done during said period. Subject to this reservation, the Bylaws of this corporation shall not provide for the forfeiture of a member's rights and interest upon withdrawal or termination. If this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the district court of the county in which this corporation's registered office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

SEVENTH:: That the initial number of directors of this corporation shall be five (5), and said number may be changed by a duly adopted amendment to the Bylaws of this corporation..

The names and addresses of the first directors of this corporation, who shall continue to serve in such capacity until the election and qualification of their successors, are::

Harry Nisbet	3220 11th Ave. South Great Falls, Montana
Lee Rugwell	4216 4th Ave. North Great Falls, Montana
Don Terry	3008 4th Ave. South Great Falls, Montana
John Butler	736 Riverview Drive NE Great Falls, Montana
George Swisher	P.O. Box 766 Great Falls, Montana

EIGHTH:: That the names and address of the incorporators of this organization are::

Harry Nisbet	3220 11th Ave. South Great Falls, Montana
Lee Rugwell	4216 4th Ave. North Great Falls, Montana
Don Terry	3008 4th Ave. South Great Falls, Montana
John Butler	736 Riverview Drive NE Great Falls, Montana
George Swisher	P.O. Box 766 Great Falls, Montana

NINTH: That the initial registered office for the transaction of business of this corporation is located in Cascade County, the State of Montana, and shall have the address:

Caretakers House
North Montana State Fair Grounds
P. O. Box 766
Great Falls, MT 59403

The name of the initial registered agent for this corporation shall be:

George C. Swisher

TENTH: That the private property of the members of this corporation shall not be subject to the payment of corporate debts.

* This corporation is organized so that the members have the right to choose management directly, to receive services substantially at cost, to receive a return of any excess of payments over losses, and to share in any assets upon dissolution.

This corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Section 2334, Title 15, of the Montana Revised Codes, and all rights conferred upon members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands
this 19th day of October, 1977.

Harry Nisbet L.S.

Harry Nisbet
3220 11th Ave. South
Great Falls, MT

Darrell L. Rugwell L.S.

Lee Rugwell
4216 4th Ave. North
Great Falls, MT

Ronald C. Terry L.S.

Don Terry
3008 4th Ave. South
Great Falls, MT

John W. Butler L.S.

John Butler
736 Riverview Drive NE
Great Falls, MT

George Swisher L.S.

George Swisher
P.O. Box 766
Great Falls, MT