

# SECRETARY OF STATE

## STATE OF MONTANA

### CERTIFICATE OF INCORPORATION

I, JIM WALTERMIRE, Secretary of State of the State of Montana, do hereby certify that the Articles of Incorporation for the incorporation of EAGLE ROCK RESERVE OWNERS' ASSOCIATION, INC., a Montana 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, JIM WALTERMIRE, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to EAGLE ROCK RESERVE OWNERS' ASSOCIATION, INC., a Montana 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 14,  
A.D. 1986.



JIM WALTERMIRE  
Secretary of State



**FILED**ARTICLES OF INCORPORATION  
OF  
EAGLE ROCK RESERVE OWNERS' ASSOCIATION, INC.MAY 14 1986  
JIM WALTERMIRE  
SECRETARY OF STATE  
*Jim Waltermire*

KNOW ALL MEN BY THESE PRESENTS:

That William F. Ogden, Jr., the undersigned as the Incorporator, a resident of 1505 Xanthus Lane, Plymouth, Hennepin County, Minnesota 55447, and of legal age, has this day voluntarily formed a nonprofit corporation under the laws of the State of Montana, and for that purpose does hereby certify:

## I

The name of the corporation is Eagle Rock Reserve Owners' Association, Inc., hereinafter called the "Association."

## II

The registered office of the Association is located at: Morse House, Gateway Axtel Road, (P.O. Box 293), Gallatin Gateway, Gallatin County, Montana 59730.

## III

Richard C. Morse, a Montana resident, whose address is Morse House, Gateway Axtel Road, (P.O. Box 293), Gallatin Gateway, Gallatin County, Montana 59730 is hereby appointed the initial registered agent of the Association.

## IV

## PURPOSE AND POWER OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and is formed to provide for maintenance, management and preservation of and to administer and enforce the covenants and restrictions declared in the Declaration filed by Eagle Rock Ranch Limited Partnership, Elinor K. and William F. Ogden, Jr., the "Declarant", on certain residences, improvements, qualities and land that comprise and are contained within that certain tract of property of approximately 774 acres which is described as Eagle Rock Reserve, and is located in Gallatin County at the south end of Tayabeshockup Road, together with such other property as may be added thereto, all hereinafter called "Properties", and to promote the interests of the owners of such Properties.

This Association shall have and exercise any and all powers, rights and privileges of a corporation organized under the Montana Nonprofit Corporation Act as amended and shall perform all of the duties and obligations of the Association as set forth in the Declaration and the Bylaws of the Association, and Amendments thereto.

V

MEMBERS AND VOTING

Every record owner, whether one or more persons or entities, of a fee simple title to any division of said Properties which is a surveyed portion of the Properties and is defined as a Parcel in a master plan adopted by the Declarants and referred to in the declaration of covenants and restrictions filed by the Declarant, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Parcel or portion which is subject to assessment.

The Association shall initially have two (2) classes of voting membership:

Class A. Class A Members shall be all record owners with the exception of the Class B Members named below. Class A Members shall be entitled to one (1) vote for each Parcel owned. When more than one person holds an interest in any Parcel, all such persons shall be Members. The vote for such Parcel shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Parcel. In the event, however, that there is a dispute among two or more Members regarding the vote of a Parcel in which such Members hold an interest, the Association, being duly notified in writing by any such interested Member that the dispute exists, may appoint an officer of the Association or an independent party to cast such vote on behalf of the Owners of the Parcel in a manner as such officer or party, in his sole discretion and business judgement, may decide as being in the best interest of the Association; all Members shall be deemed to have provided the Association and such officer or party their proxy on such occasion.

Class B. Class B Members shall be the Declarant. Class B Members shall be entitled to one and one half (1.5) votes for each Parcel owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in Class A membership equal the total votes outstanding in the Class B membership,  
or

(b) on December 31, 2005.

VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of of not less than three (3) nor more than fifteen (15) directors. The names and addresses of the persons constituting the first Board of Directors, to hold office until the first annual election of directors are: (3) initial directors

William F. Ogden, Jr.  
1505 Xanthus Lane  
Plymouth, MN 55447

Elinor K. Ogden  
1505 Xanthus Lane  
Plymouth, MN 55447

Laura H. Ogden  
2354 Pine Cove Circle  
Apt. E-3  
Gainesville, GA 30501

## VII

### DISSOLUTION

The Association may be dissolved under resolution of dissolution and plan of distribution with the assent given in writing and signed by Members having not less than seventy-five (75) percent of the total votes of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, such plan of distribution shall provide that the assets of the Association shall be applied to the discharge of all liabilities and obligations of the Association and then such assets remaining shall be distributed to the members pro-rata by Parcel ownership or shall be dedicated to an appropriate agency or entity to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

## VIII

### TERM

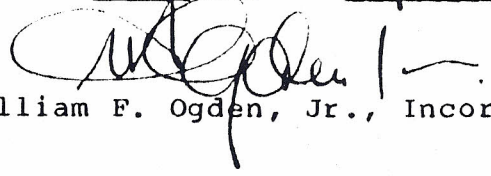
The corporation shall exist perpetually.

## IX

### AMENDMENT

Amendment of these Articles shall require the assent of Members having seventy-five (75) percent of the votes of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Montana, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 22<sup>nd</sup> day of April, 1986. dls



William F. Ogden, Jr., Incorporator

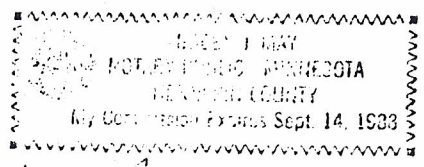
STATE OF MINNESOTA)

SS

COUNTY OF HENNEPIN)

On the 22<sup>nd</sup> day of APRIL, 1986, before me, the undersigned, a Notary Public for the State of Minnesota, personally appeared William F. Ogden, Jr., known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same. Am

  
Notary Public



My Commission Expires 14 Sep. 1988

Amendment 1  
Eagle Rock Reserve  
Owners' Association, Inc.

WHEREAS, the original certificate of Eagle Rock Reserve Owners' Association, Inc. was filed as #300096 by the State of Montana on May 14, 1986 and

WHEREAS, the Directors desire to amend said certificate,

THEREFORE, in accordance with the provisions of Eagle Rock Reserve Owners' Association, Inc., said Articles of Incorporation are hereby amended by substituting in the original Articles the following with the amended language thereto:

ARTICLE II

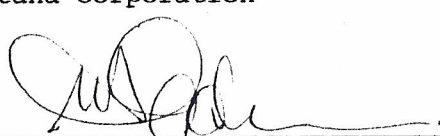
The registered office of the Association is located at:  
3015 Star Ridge Road, Bozeman, Gallatin County, Montana 59715.

ARTICLE III

Richard C. Morse, a Montana resident, whose address is  
3015 Star Ridge Road, Bozeman, Gallatin County, Montana 59715  
is hereby appointed the registered agent of the Association.

Eagle Rock Reserve Owners' Association, Inc.  
A Montana Corporation

By

  
\_\_\_\_\_  
William F. Ogden, Jr., Chairman  
Board of Directors

SECRETARY OF STATE  
STATE OF MONTANA

*MAJ*

**Jim Waltermire**  
Secretary of State

Montana State Capitol  
Helena, Montana 59620

May 15, 1986

Eagle Rock Ranch Ltd. Partnership  
1244 Baker Building  
706 Second Avenue South  
Minneapolis, MN 55402

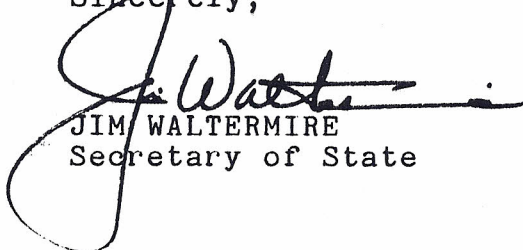
Re: EAGLE ROCK RESERVE OWNERS'  
ASSOCIATION, INC., a Montana  
nonprofit corporation  
Filed - May 14, 1986  
File D 62632 - 300096

Dear Sirs:

I've approved the Articles of Incorporation. Enclosed  
is my official Certificate.

If I can be of further help to you, just let me know.

Sincerely,

  
JIM WALTERMIRE  
Secretary of State

JW:cb  
Enclosure