



Return to:  
Michael Fraser, President  
Pheasant Ridge Development Corporation  
690 North Meridian, Suite 103  
Kalispell, MT. 59901

ARTICLES OF INCORPORATION  
OF  
PHEASANT RIDGE HOMEOWNERS ASSOCIATION, INC.

The undersigned hereby adopts the following Articles of Incorporation pursuant to the Montana Nonprofit Corporation Act:

ARTICLE I – NAME

The name of the Corporation is Pheasant Ridge Homeowners Association, Inc. hereinafter, PRHA.

ARTICLE II – DURATION

This Corporation shall have perpetual existence.

ARTICLE III – PHEASANT RIDGE HOMEOWNERS ASSOCIATION PURPOSES

The purpose for which this Corporation is organized shall be to act *as a mutual benefit corporation* as defined by Montana Law. The specific purposes include, but are not limited to:

- A: Exercise the powers through the board of directors, as given to the homeowners association under the Declaration of Covenants filed as Document Number 202100032999 Records of Flathead County, Montana.
- B. To be responsible for the care and maintenance of the common properties and each homeowner’s use of the common properties will be governed by such rules as adopted by the Association at its annual meeting.
- C. For the purpose of maintaining and caring for these common properties, the Board of Directors may make reasonable annual assessments to the lot owners subject to the same being ratified by the membership of the Association at the annual or special meeting.
- D. To engage in any and all other activities authorized by the Montana Nonprofit Corporation Act and the Internal Revenue Code and Regulations as from time to time amended or modified.

- E. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof, as conferred by the laws.

## ARTICLE IV

### PURPOSE, USE, AND ACTIVITIES OF LOTS

- A. No lot shall be used except for one single-family residence and no building shall be erected, altered, placed or permitted to remain except for residential purposes together with the outbuildings. Outbuildings shall be in conformity with the Declaration of Conditions, Covenants and Restrictions and Flathead County Zoning, definitions.

Any lot transferred from the developer or from a subsequent purchaser to a new purchaser shall contain in the purchase agreement the following language, and notice is hereby given that the following language is hereby incorporated into any sale agreement:

*This Property prior to its development has been used for agricultural purposes for a number of years. The developers and those involved in the subdivision have removed old structures and infrastructures as encountered in the development of this project. All purchasers are on notice that there may exist on their lot either buried or simply hidden remnants of such agricultural activities. The purchaser of any lot hereby assumes full responsibility for the removal or existence of such material and agrees that the purchaser's seller, including the developers and their agents, shall not be liable in any manner as a result of the existence of such material. All purchasers are obligated to make an adequate investigation of the property.*

- B. No lot shall be further subdivided.
- C. All construction shall be complete within one year from the date construction begins. All homes must be of a new construction and shall contain no less than 1400 square feet of "living space." All bi-level or tri-level structures shall contain no less than 1200 square feet "living space" on the main floor, exclusive of attached garages, basements, and open porches.
- D. All lots shall be landscaped with not more than 10,750 square feet of irrigated area. No owner may change the alignment and grade of the drainage scale next to the road, which would redirect or inhibit the flow of runoff.

## ARTICLE V

### MEMBERSHIP

All lot owners as shall be members of the PRHA. Each lot owners shall have a single vote. Pheasant Ridge Development Corporation shall have two votes per lot for each lot owned by the Corporation. An owner is defined as the titled person or entity if a corporation.

## ARTICLE V

### BOARD OF DIRECTORS

#### A. Number-Term-Removal-Compensation-Actions.

1. Number. The affairs of this Association shall be managed by a Board of three (3) Members of the Association.
2. Term of Office. At each annual meeting the members shall elect for a term not to exceed two (2) years, a number of Directors equal to the number of Directors whose terms are ending at the annual meeting.
3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the un-expired term of his predecessor.
4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.
5. Action Taken without a Meeting. The directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.
6. Actions of the First Board of Directors. All of the actions (including, without limitations, the adoption of these Bylaws and any undertakings or contracts entered into with others on behalf of the Association) of the first Board of Directors of the Association named in its Articles of Incorporation shall be binding upon the Association in the same manner as though such actions had been authorized by a Board of Directors duly elected by the Members of the Association at the first or any subsequent annual meeting of Members so long as such actions are within the scope of the powers and duties which may be exercised by any Board of Directors as provided in the Declaration or the Association's Articles of Incorporation.

## B. Nomination and Election of Directors

1. **Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annually scheduled meeting. The nominating committee shall consist of a member of the Board of Directors, and two or more members of the Association. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the Members. The nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are being filled. The nominating Committee shall report its slate of nominees at the annual meeting.
2. **Election.** Election to the Board of Directors shall be by verbal or written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## C. Meetings of Directors

1. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.
2. **Special Meetings.** Special Meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each director.
3. **Quorum.** Three Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a quorum present at a duly held meeting shall be regarded as the act of the Board.
4. **Place of Meetings.** Meetings of the Directors of the Association may be held at such places within the State of Montana, County of Flathead, as may be designated by the Board of Directors.

## D. Powers and Duties of the Board of Directors

1. **Powers.** The Board of Directors shall have power to:
  - a. Adopt and publish rules and regulations in accordance with the Declarations governing the use of the Common Areas and facilities, Private Roadways and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof; adoption of rules, regulations and penalties will be done by way of annual meeting;
  - b. Suspend the voting rights during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such

- c. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

ARTICLE VI

REGISTERED AGENT, INCORPORATORS, AND EXECUTION

1. The name and address of the registered agent is:

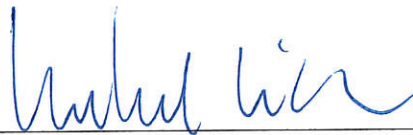
- a. Michael Fraser  
690 North Meridian, Suite 103  
Kalispell, MT. 59901

2. The following are the incorporators:

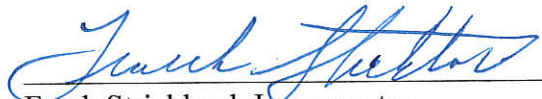
- a. Frank Strickland  
690 North Meridian, Suite 103  
Kalispell, MT. 59901
- b. Jon Endresn  
690 North Meridian, Suite 103  
Kalispell, MT. 59091

3. Execution. We, the undersigned, for the purpose of forming a Nonprofit Corporation under Montana Law, hereby sign these Articles of Incorporation this 13<sup>th</sup> day of September, 2021.

By:



Michael Fraser, Incorporator



Frank Strickland, Incorporator

NOTARY

STATE OF MONTANA

County of Flathead

On this 13<sup>th</sup> day of SEPTEMBER, 2021, before me the undersigned a Notary Public for the State of Montana, personally appeared Michael W. Fraser, President and Frank Strickland, Secretary of Pheasant ridge development Corporation, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

In WITNESS WHEREOF, I have hereunto set my hand and affixed Notary Seal the day and year first above written.

[Signature]  
Notary Public for the State of Montana

Residing at \_\_\_\_\_

Commission Expires \_\_\_\_\_

