

ARTICLES OF INCORPORATION



OF

QUAIL RIDGE HOMEOWNERS ASSOCIATION, INC.

Flat: 200309810400

0125/00

Pursuant to the Montana Non-Profit Corporation Act, the undersigned corporation hereby adopts, in the manner prescribed by statute, the following Articles of Incorporation.

FIRST: The name of the corporation shall be as follows:
QUAIL RIDGE HOMEOWNERS ASSOCIATION, INC.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The corporation is a mutual benefit corporation.

FOURTH: The name of the registered agent of the corporation is Roger M. Fricke. The street address of the registered office of the corporation is 1630 Lake Blaine Rd., Kalispell, MT 59901. The mailing address of the registered office is 1630 Lake Blaine Rd., Kalispell, MT 59901.

FIFTH: The management and control of the corporation shall be vested in a Board of Directors. The number of directors constituting the Board of Directors shall be specified in the Bylaws of the Corporation. During the Period of Declarant Control, Declarant may appoint, remove and replace from time to time all of the directors and officers of the corporation.

SIXTH: The name and address of the original incorporator is:

Roger M. Fricke
1630 Lake Blaine Rd.
Kalispell, MT 59901

SEVENTH: The purpose of the corporation is to act as a residential homeowners association for properties known as Quail Ridge. The corporation, through its Board of Directors, shall have all powers inherent in the operation of a homeowners association as provided by the laws of the State of Montana.

EIGHTH: The members of the corporation shall be all of the Owners of the Lots within Quail Ridge, as provided in the Declaration of Covenants, Conditions and Restrictions of Quail Ridge, Flathead County, Montana, recorded in the records of Flathead County, Montana (the "Declaration"). Initially, Quail Ridge consists of the property described on Exhibit "A" attached hereto. The Declarant may expand the membership of the corporation by annexing additional real property to Quail Ridge, as provided in the Declaration.

NINTH: There shall be one vote for each Lot. If a person or entity owns more than one Lot, that person or entity shall have as many votes as the number of Lots owned by that person or entity. If more than one person or entity has an ownership interest in a single Lot, such persons or entities must decide among themselves how the vote for that Lot shall be cast.

TENTH: These Articles of Incorporation may be amended by the members by two-thirds (2/3rds) of the votes cast either at a meeting of members or by written ballot mailed to all members. During the Period of Declarant Control, any amendment shall also require the written consent of the Declarant.

ELEVENTH: The corporation may be dissolved by the members by two-thirds (2/3rds) of the votes cast either at a meeting of members or by written ballot mailed to all members. During the Period of Declarant Control, any amendment shall also require the written consent of the Declarant. In the event of such dissolution, the assets of the corporation shall be dedicated to an appropriate public agency or agencies or utility or utilities to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is not accepted, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to the purposes as nearly as practicable, the same as those to which they were required to be devoted by the corporation. If no such organization is available, the assets shall be disposed of by the district court of the county in which the principal office of the corporation is located for such purposes or related purposes or to such organization or organizations as the Court shall determine. No such disposition of corporation property shall be effective to divest or diminish any right or title of any member vested in him under the covenants and deeds applicable to Quail Ridge unless made in accordance with the provisions of such covenants and deeds.

TWELFTH:

12.1. To the fullest extent permitted by applicable law, the corporation shall indemnify any director or officer of the corporation who is made a party to any legal, regulatory or other proceeding because he or she is or was a director or officer of the corporation.

12.2 No director or officer of the corporation shall be liable to the corporation or its members for any actions taken or any failure to take any action, as a director or officer, except liability for:

- (1) a breach of the director's or officer's duty of loyalty to the corporation;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (3) a transaction from which the director or officer derived an improper personal economic benefit; and

(4) a violation of MCA § 35-2-418, 35-2-435, or 35-2-436.

THIRTEENTH: Any capitalized terms used herein shall have the same meaning as provided in the Declaration.

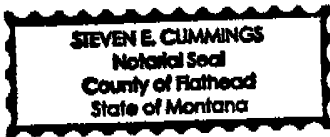
DATED this 21 day of MARCH, 2003.

Roger M. Fricke
Roger M. Fricke, Incorporator

STATE OF MONTANA)
 : ss
County of Flathead)

On this 21st day of March, 2003, before me, the undersigned, a Notary Public for the State aforesaid, personally appeared ROGER M. FRICKE, 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 my Notarial seal the day and year first above written.



STEVEN E. CUMMINGS
Notary Public for the State of Montana
Steven E. Cummings
[print or type name of notary]
Residing at Kelsoville, Montana
My Commission expires 7/27/2006

CONSENT OF REGISTERED AGENT

The undersigned consents to serve as the registered agent of QUAIL RIDGE HOMEOWNERS ASSOCIATION, INC., a Montana corporation.

Dated: March 21, 2003.

Roger M Fricke
Roger M. Fricke

STATE OF MONTANA)
 : ss
County of Flathead)

On this 21st day of March, 2003, before me, the undersigned, a Notary Public for the State aforesaid, personally appeared ROGER M. FRICKE, 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 my Notarial seal the day and year first above written.

Steven E. Cummings

Notary Public for the State of Montana
Steven E. Cummings
[print or type name of notary]
Residing at Kalispell, Montana
My Commission expires 7/27/2006



2003098 10420

EXHIBIT A

Legal Description of Initial Phase of Quail Ridge

Quail Ridge, Phase 1, Subdivision, according to the map or plat thereof on file and of record in the office of the Clerk and Recorder of Flathead County, Montana.

STATE OF MONTANA COUNTY OF FLATHEAD) SS
 RECORDED IN THE RECORDS OF FLATHEAD COUNTY, STATE OF MONTANA. AT THE

REQUEST OF Sands ON 4/8/03, 2003

\$ 30- PAID @ 10:42 O'CLOCK

Paula Permsion CLERK AND RECORDER BY [Signature] DEPUTY

RETURN Roger Fricke DOCUMENT # 2003098 10420
1630 LAKE BLANE Rd
Kal MT 59901