



ARTICLES OF INCORPORATION OF

BRONZELEAF CONDOMINIUM HOMES OWNERS ASSOCIATION, INC.

A Montana Non-Profit Corporation

For the purposes of forming a non-profit corporation pursuant to the Montana Non-Profit Corporation Act, the undersigned, acting as sole Incorporator, adopts the following Articles of Incorporation:

ARTICLE 1: NAME

The name of the Corporation is BronzeLeaf Condominium Homes Owners Association, Inc. herein after referred to as the BronzeLeaf HOA.

ARTICLE 2. MEMBERS

The Corporation is a mutual benefit corporation. The Corporation will have members as described in the Bylaws.

ARTICLE 3. PURPOSE AND POWERS

A. The purpose of the Corporation is to provide an entity for management of the affairs of, and to act as the association of co-owners for, that certain property submitted to condominium ownership, pursuant to the Montana Unit Ownership Act, known as a condominium ownership, pursuant to the Montana Unit Ownership Act, known as a condominium complex and commonly referred to as "BronzeLeaf Condominiums" (sometimes referred to as "BronzeLeaf").

B. The Corporation shall have all powers and purposes granted or implied to an association of co-owners under the provisions of the Montana Unit Ownership Act, §70-23-101, *et seq.*, as amended from time to time, and as are granted or implied by the Declaration of Condominium establishing the Condominium and any other relevant condominium documents. All of such powers shall likewise constitute the lawful purposes of the Corporation.

C. In managing the affairs of the Condominium, the Corporation may join with the management of any other corporations managing a condominium in securing or providing services or facilities common, in whole or in part, to both or all, and in discharging the expense thereof.

D. The purposes of the Corporation are non-profit, not for private profit or gain, and no part of the Corporation's activities shall consist of carrying on political propaganda or otherwise

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attempting to influence legislation. The Corporation is expressly prohibited from making any distributions of income to its members, directors, or officers, although members, directors, or officers may be reimbursed for expenses incurred while conducting the affairs of the Corporation. No dividends shall be paid to members at any time.

ARTICLE 4: REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the Corporation is: 321 E. Mains, Suite 209, Bozeman, MT 59715. The name of its initial Registered Agent at such address is Wallis Morger Bryan.

ARTICLE 5: BOARD OF DIRECTORS

There shall be three (3) directors of the Corporation. A director may be removed from office at a special meeting of the members of the Corporation in such manner as may be provided in the Bylaws. The Incorporator shall appoint three (3) directors to serve until the annual meeting held in May 2005.

ARTICLE 6: INCORPORATOR

The name and address of the Incorporator of the Corporation is:

The BlackLeaf Group, LLC
A Montana Limited Liability Company
Wallis Morger Bryan and Van K. Bryan, Members
321 East Main Street, Suite No. 209
Bozeman, MT 59715

ARTICLE 7: BYLAWS

The initial Bylaws of the Corporation shall be adopted by its Incorporator; thereafter, the power to alter, amend, or repeal the Bylaws or adopt new bylaws is reserved to the members of the Corporation, in the manner the Bylaws provide.

ARTICLE 8: MEMBERS AND VOTING

Persons who from time to time own units in the Condominium, whether completed or uncompleted, shall be members of the Corporation, as the Bylaws provide, for so long as such persons own units in the Condominium, all of which rights and obligations thereof shall be governed by the provisions of the Bylaws to be adopted as provided in the preceding Article. The voting rights of the member shall be fixed, limited, enlarged, or denied to the extent specified in the Bylaws.



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ARTICLE 9: DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution and liquidation of the Corporation's assets, assets remaining for distribution, if any, shall be distributed to the members in accordance with their proportionate shares of the ownership units existing in the Condominium, as determined by the Declaration and/or the Bylaws. This distribution shall not be deemed to be a dividend or distribution of income.

ARTICLE 10: AMENDMENT

Articles 7 and 8 may be amended only by unanimous vote of all of the members of the Corporation. Any other amendment to these Articles may be made as provided in the Montana Non-Profit Corporation Act and the amendments thereto, except that such amendments may not, of themselves, contravene the Declaration of Condominium as it exists or may be amended.

ARTICLE 11: INDEMNIFICATION

The Corporation reserves the right to indemnify officers and directors, in its discretion, as permitted in its Bylaws.

Dated this 3rd day of AUGUST, 2006.

THE BLACKLEAF GROUP, LLC
A Montana Limited Liability Company

By:

Wallis Morger Bryan, Mgr. Member

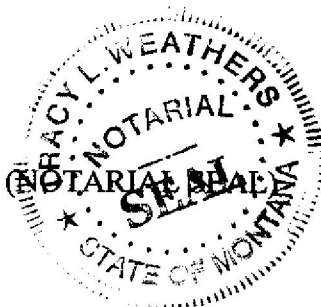
STATE OF MONTANA)

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County of Gallatin

This instrument was signed or acknowledged before me on this 3rd day of AUGUST, 2006, by Wallis Morger Bryan, MGR MEMBER.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year this certificate first above written.



Notary Public for the State of Montana

Residing at: Belgrade, MTMy Commission expires: Feb. 24, 2008



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CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, the undersigned, designated in Article 4 as the Registered Agent for this corporation hereby accept that appointment.

Dated this 3rd day of AUGUST, 2006.



Wallis Morger Bryan