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3985 Valley Commons Dr.
Bozeman, MT 59718



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Charlotte Mills-Gallatin Co MTMISC 35.00

**ARTICLES OF INCORPORATION
FOR
THE CROSSING AT BAXTER MEADOWS
PROPERTY OWNERS ASSOCIATION, INC.
(aka Baxter Meadows Subdivision P.U.D. Phase 4)**



**ARTICLES OF INCORPORATION
FOR
THE CROSSING AT BAXTER MEADOWS
PROPERTY OWNERS ASSOCIATION, INC.
(A Nonprofit Corporation)**

The undersigned hereby signs and acknowledges, for delivery to the Secretary of State of Montana, these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Montana nonprofit corporate law.

ARTICLE 1.

NAME

The name of this corporation is The Crossing at Baxter Meadows Property Owners Association, Inc. (the "**Association**").

ARTICLE 2.

DURATION

The duration of the Association shall be perpetual.

ARTICLE 3.

DEFINITIONS

The definitions set forth in the Declaration of The Crossing at Baxter Meadows Property Owners Association, a Planned Community, shall apply to all capitalized terms set forth herein, unless otherwise defined herein.

ARTICLE 4.

NONPROFIT

The Association shall be a public benefit nonprofit corporation, without shares of stock.

ARTICLE 5.

PURPOSES AND POWERS OF ASSOCIATION

The purposes for which the Association is formed are as follows:

- (a) To operate and manage the Common Interest Community known as "The Crossing at Baxter Meadows Property Owners Association" and to operate and manage the Property and Common Area included within the Community, situated in Gallatin County, State of Montana, subject to the Declaration, Bylaws and such Rules and Regulations as the Board of Directors may from time to time adopt, for the purposes of enhancing and preserving the value of the Lot and the Common Area in the Community for the benefit of the Members;
- (b) To perform all acts and services and exercise all powers and duties in accordance with the requirements for an Association of owners charged with the



administration of the Property and Common Area under the terms of the applicable state statutes and as set forth in the Declaration;

(c) To act for and on behalf of the Members of the Association in all matters deemed necessary and proper for the protection, maintenance and improvement of the lands and Improvements owned by the Members and this Association and to act for and on behalf of the Property and Common Area, including, without limitation, representing the Association before any city council or other governmental body having jurisdiction over the Association or services proved to the Association; and

(d) To do any and all permitted acts suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law, and do any and all acts that, in the opinion of the Board, will promote the common benefit and enjoyment of the occupants, residents and Lot Owners of the Community, and to have and to exercise any and all powers, rights and privileges which are granted under the Act, the Declaration, Bylaws and the laws applicable to a nonprofit corporation of the State of Montana.

The foregoing statements of purpose shall be construed as a statement of both purposes and powers. The purposes and powers stated in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. The Association 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 the Association.

ARTICLE 6.

MEMBERSHIP RIGHTS AND QUALIFICATIONS

The Association will have voting Members as Lots are created and made subject to the Declaration. Any person who holds title to a Lot in the Community shall be a "Member" of the Association. There shall be one membership for each Lot owned within the Community. This membership shall be automatically transferred upon the conveyance of that Lot. The authorized number and qualifications of Members of the Association, the voting and other rights and privileges of Members, Members' liability for dues and Assessments, and the method of collection of dues and Assessments shall be as set forth in the Declaration and Bylaws of the Association.

The Members may be of such classes of membership as established by the Declaration or in the Declaration, as the Declaration may be amended or supplemented.

ARTICLE 7.

PRINCIPAL OFFICE AND REGISTERED AGENT

The current principal office of the Association is 3985 Valley Commons Drive, Bozeman, MT 59718. The initial registered agent of the Association is Potter Clinton Development, Inc., David Blanksma at the registered address of 3985 Valley Commons Drive, Bozeman, MT 59718. The principal office and the registered agent and office of



the Association may change from time to time, by action of the Board of Directors.

ARTICLE 8.

EXECUTIVE BOARD/BOARD OF DIRECTORS

The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors (Executive Board). The initial Executive Board shall consist of five persons, and this number may be changed by a duly adopted amendment to the Bylaws.

The Declarant of the Community shall have additional rights and qualifications as provided under the Declaration, including the right to appoint members of the Executive Board during the period of dDclarant control.

ARTICLE 9.

AMENDMENT

Amendment of these Articles shall require the assent of at least two-thirds (2/3) of the votes which Members of the Association present, in person or by proxy, at a meeting of the Members at which a quorum is obtained, are entitled to cast; *provided, however,* that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration. Further, an amendment may also be made pursuant to the assent of at least two-thirds of a quorum of the Members voting by mail.

ARTICLE 10.

DISSOLUTION

In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily by the Members hereof, by operation of law or otherwise, then the assets of the Association shall be deemed to be owned by the Members at the date of dissolution, as a part of their Lot, in proportion to their allocated interests, unless otherwise agreed or provided by law.

ARTICLE 11.

INTERPRETATION

Express reference is hereby made to the terms and provisions of the Declaration, which shall be referred to when necessary to interpret, construe or clarify the provisions of these Articles. In the event of conflict, the terms of the Declaration shall control over these Articles of Incorporation.

ARTICLE 12.

INCORPORATOR

The name and address of the incorporator is as follows:

Potter Clinton Development, Inc.
3985 Valley Commons Drive
Bozeman, MT 59718



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IN WITNESS WHEREOF, the Declarant has caused these Articles to be executed by its authorized agent this 23 day of October, 2007.

BAXTER MEADOWS WEST LLC,
a Montana limited liability company,

By: Thomas L. Clinton
Thomas L. Clinton

STATE OF MONTANA)
) ss.
COUNTY OF Gallatin)

The foregoing Declaration was acknowledged before me by THOMAS L. CLINTON, as Authorized Agent, of Baxter Meadows West LLC, this 23 day of October, 2007.

Witness my hand and official seal.

Connie J. Thompson
Connie J. Thompson
Notary Public for the State of Montana
Residing at Belgrade
My Commission expires: 9-19-2011

