

BYLAWS
OF THE
UPPER LINDA VISTA HOMEOWNERS ASSOCIATION

Paragraph 1
DEFINITIONS

- 1.1 "Corporation" and/or "Association" shall mean and refer to Upper Linda Vista Homeowners Association, a Montana non-profit Corporation.
- 1.2 "Articles of Incorporation" and/or "Articles" shall mean and refer to the Articles of Incorporation filed for the Corporation identified in Paragraph 1.1, and all restatements or amendments to such Articles.
- 1.3 "Declaration of Covenants" shall mean and refer to that certain Declaration of Covenants, Conditions and Restrictions relating to Linda Vista Fifth Supplement, dated the 20th day of April, 1989, and recorded at Book 293, Pages 1124-1139 of the records of Missoula County, Montana, and the Linda Vista Sixth and Seventh Supplements, dated the 22nd day of January, 1992, and recorded at Book 344, Pages 1771-1788 of the records of Missoula County, Montana, or as those Declarations may be subsequently amended, and such other areas as may be added by declaration of the Board of Directors of the Corporation.
- 1.4 "Declarant" shall mean and refer to that person or entity making the Declaration of Covenants, described in paragraph 1.3.
- 1.5 "Lot" shall mean and refer to any plot of land shown upon the recorded plat of the property subject to the Declaration of Covenants described in Paragraph 1.4 and/or areas subsequently added with the exception of common areas and dedicated streets and roads.
- 1.6 "Homeowner" shall mean any owner of a lot which has been improved to include a dwelling, or which shall be improved with a dwelling within one year.

Paragraph 2
CORPORATE OFFICE

- 2.1 Principal Office. The principal office of the Corporation shall be located at P. O. Box 4712 Missoula, MT 59806 or such other place within the State of Montana as the Board of Directors may determine.

Paragraph 3
MEMBERSHIP

- 3.1 Membership Eligibility. Every person or entity, who is a record homeowner shall be a member of the corporation. In addition the Twite Family Partnership shall be a member of the corporation and shall have one board seat on the Board of Directors of the Corporation as long as the partnership owns any lot in Upper Linda Vista.
- 3.2 Voting Rights. Each Member in good standing with no delinquent fees or assessments shall be entitled to one vote for each home in which they hold the interest required for membership as described in Paragraph 3.1 and as shown upon the membership rolls of the Corporation, (except that the Declarant shall be entitled to 10 votes for each Lot in which it holds the interest required

for membership, for so long as the Declarant holds one or more Lots.) When more than one person or entity owns an interest in any home, the vote for such home may be exercised as such persons or entities determine, but in no event may the vote or votes of a home be divided. A simple majority of the quorum of Members represented at any meeting (a minimum of 51%) shall be sufficient to pass motions, approve resolutions, or elect directors, unless a greater majority is required by the Declaration of Covenants, Articles of Incorporation or statutes.

3.3 Membership Meetings. The Members shall hold an annual meeting at a place and time to be determined by the Board of Directors which is not more than 10 miles from the intersection of Linda Vista Boulevard and Jack Drive. Said meeting shall be held between March 1 and April 30 of each year. The purpose of the annual meeting shall be to elect Directors and to transact any other matters which might come before the meeting. In the event the annual meeting is omitted by oversight or otherwise, the Directors shall cause a meeting to be held in lieu thereof as soon as such meeting may be conveniently done. Any business transacted or elections held at such meeting shall be as valid as though called and held upon the date of the annual meeting previously specified. Such subsequent or replacement meetings shall be called in the same manner as prescribed for the calling of special meetings of the Members.

3.4 Special Meetings. Special meetings of the Members may be called at any time by the President of the Corporation or by the Board of Directors. It shall be the duty of the President and Board of Directors to call such special meetings whenever so requested in writing by 33 1/3% percent of the Members. Such meetings shall be held at the principal office of the Corporation or after notice at such other place within 10 miles of the intersection of Linda Vista Boulevard and Jack Dr. as may be designated by the Board of Directors. Notice of special meetings shall be given in accordance with Paragraph 3.5.

3.5 Notice of Meetings. Except as otherwise provided for by statute, written or printed notice stating the location, date and hour of the meeting and in the case of special meetings, the purpose for which the meeting is to be held, shall be delivered not less than ten days nor more than fifty days before the date of any such meeting. Such delivery may be accomplished either personally or by mail. Such notice shall be given by the Secretary of the Corporation at the direction of the President or the Board of Directors. Such notice shall be deemed delivered if the same is either delivered to the Linda Vista home of the Member or deposited in the United States Mail with the postage prepaid thereon addressed to the Member at his or her address as it appears upon the membership rolls of the Corporation. It is the obligation of the Member to keep the Corporation advised of that Member's current address.

3.6 Action Without Meeting. Any action required or which may be taken at a meeting of the Members may be taken without a meeting, if the consent in writing setting forth the action so taken shall be signed by at least 80% of the Members entitled to vote on such matter. Any action to be taken shall be approved by a simple majority (51% or more) of those Members present or accounted for constituting a quorum.

3.7 Order of Business. The order of business at the annual meeting and as far as possible at all other meetings of the Members shall be: (a) call of roll; (b) proof of due notice of meeting or waiver of notice; (c) reading and disposal of any unapproved minutes; (d) reports of officers and committees; (e) election of Directors; (f) unfinished business; (g) new business; and (h) adjournment.

3.8 Membership Rolls. The Corporation shall maintain a membership roll containing the names and addresses of all of the Members of the Corporation. This membership roll shall be prima facie evidence of the identity and address of the Members entitled to vote and to exercise all other rights of membership. The membership rolls shall be open to inspection during the regular business hours of the Corporation or upon reasonable request to the custodian of such rolls. It

shall be the responsibility of Members to advise the Corporation upon any transfer of a home or upon any change of mailing address.

3.9 Quorum. ~~The presence of 10% of the Members of the Corporation, represented either in person, by proxy or by mail, shall constitute a quorum at any meeting of the Members. If less than that number of Members are represented at such meeting, a majority of those Members so present may adjourn the meeting from time to time without further notice. Upon the continuation of any adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.~~

3.10 Proxies. At all meetings of the Members, a Member may vote either in person, by mail or by proxy executed in writing by the Member or by his duly authorized attorney in fact. Such proxies shall be honored for six months. Proxies may only be given to the Secretary of the Corporation and may specify the owners' desires as to all matters to be voted on. All proxies must be on forms designated by the Secretary.

3.11 Cumulative Voting. Cumulative voting shall not be permitted for any purpose.

3.12 Voting by Ballot. The election of Directors must be by ballot. Voting upon any question or other matters may be oral unless the presiding officer of such meeting shall order or any Member shall demand that voting be conducted by ballot.

Paragraph 4 BOARD OF DIRECTORS

4.1 General Powers. The business affairs of the Corporation shall be managed by the Board of Directors. Directors shall at their first meeting each year select from among themselves a President, one or more Vice Presidents and a Secretary/Treasurer for 1 year terms. There shall be an odd number of directors, not less than five nor more than nine, of which one shall be the designee of the Twite Family Partnership. The designee shall be appointed by the Twite Family Partnership and not voted upon by the Members.

4.2 Qualifications and Term of Office. The number of Directors may be increased or decreased by amendment to the Bylaws unless the Articles of Incorporation provide otherwise. The minimum number of Directors shall be five. Each Director shall be either a member in good standing of the Corporation or the representative of a Member in good standing. Each Director shall serve for a term of one year or until his or her successor shall have been elected and qualified or until he or she shall have resigned or been removed in the manner as provided in this paragraph. Directors shall be chosen at the annual meeting of the membership by election according to the highest number of votes received.

4.3 Meetings. Meetings of the Board of Directors will be held as necessary. They shall be called by the President upon one week's notice to all Board members. Meetings of the Board shall be open to the Members and each such meeting shall have at least a fifteen minute period of public input at which any Member may comment. Special meetings of the Board of Directors may be called by the President of the Corporation or by any 2 Directors. Notice of all meetings provided for in this part shall be given to all Directors in accordance with the provisions of Paragraph 4.4.

4.4 Notice. Notice of all annual and regular meetings shall be delivered to each Director by the Secretary at least 5 days prior to the time fixed for such meeting. Notice of any special meeting of the Board of Directors shall be in writing and the Secretary shall deliver such notice to each

Director at least three days prior to the date set for any such special meeting. Said notices may be delivered either in person or through the United States Mail or by telegram. If such notice is mailed it shall be deemed delivered when deposited in the United States Mail properly addressed with the postage prepaid. If the notice be by telegram it shall be deemed delivered when presented, properly addressed to the telegraph company. For the purpose of this section the proper address shall be the addresses of the Directors as shall appear on the membership roll of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall be deemed to be a waiver of notice unless that Director shall be in attendance for the sole expressed purpose of objecting to the transaction of business because the same was not lawfully called or convened. Neither the business to be transacted nor the purpose of any annual or regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, but the notice of any special meeting shall state the business and purpose of the special meeting to be held. A notice for each meeting of the board shall be posted at least five days before each meeting at three or more prominent locations within Upper Linda Vista for public view.

4.5 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors are present at any such meeting, a majority of those Directors actually present may adjourn the meeting from time to time without further notice.

4.6 Manner of Acting. The act of majority of the Directors present at any meeting at which a quorum is present shall be deemed the act of the Board of Directors.

4.7 Removal and Resignation. Any or all Directors may be removed from office with or without cause by a vote of the simple majority (51% or more) of a quorum of Members at the annual meeting or any special meeting called for that purpose. A Director may resign, effective upon receipt of written notice of such resignation to the Chairman of the Board, if one shall have been chosen, the President or Secretary of the Corporation. Any Director who ceases to own a home or misses two or more meetings of the Board of Directors within a one year period without a reason acceptable to the Board of Directors shall be deemed to have resigned. Any Director removed or resigned who is a member of any committee shall cease to be a member of such committee. The Director who is the designee of the Twite Family Partnership may not be removed by vote of the Members. However, should the Members pass a motion by majority that the Twite Family Partnership designee should be replaced, the Twite Family Partnership must name another designee within 60 days or that board seat shall be forfeited and the board shall fill that seat in accordance with the procedure called for in these By Laws.

4.8 Vacancies. Interim vacancies occurring among the Directors, for any reason other than by virtue of an increase in number of Directors' positions, may be filled by vote of the remaining Directors. If the remaining Board of Directors is unable to agree on an individual to fill such vacancy, then the Members of the Corporation at a special meeting convened for that purpose shall fill the vacancy. When a vacancy in the Board of Directors is created by virtue of an increase in the number of Directors, such vacancy shall be filled by an appointee of the Board of Directors. Such appointee shall hold position as Director until the next annual election of Directors at which time the office held by such appointee shall be filled by an election of the Members as in the case of the election of other Directors.

4.9 Compensation. By resolution, the Board of Directors may authorize the reimbursement to Directors or Members of extraordinary expenses incurred for the benefit of the Corporation.

4.10 Presumption of Action. Any Director of the Corporation who is present at a meeting of the Board of Directors at which any action relating to any corporate matter is taken shall be conclusively presumed to have consented to such action unless his dissent shall be entered upon

the minutes of the meeting or filed in writing with the person acting as secretary of the meeting prior to its adjournment or forwarded by registered mail to Secretary of the Corporation immediately upon adjournment of such meeting. No Director who voted in favor of any such action shall have the right to dissent.

4.11 Order of Business. The order of business as far as possible at all meetings of the Directors shall be: (a) call of roll; (b) proof of due notice of meeting or waiver of notice; (c) reading and disposal of any unapproved minutes; (d) reports of officers; (e) election of officers; (f) unfinished business; (g) new business; and (h) adjournment. The President and Secretary of the Corporation shall act as the chairman and secretary of each Directors' meeting unless the Board of Directors shall elect other members of the Board to act in their place instead.

4.12 Informal Action. Any action required to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting of the Directors, if consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Paragraph 5 COMMITTEES

5.1 Committees. The Board of Directors may create, designate and appoint one or more committees. Each committee shall consist of at least two or more Directors and if desired, any additional Members of the Corporation as may be determined by the Board upon creation of such committee. The Board in creating a committee shall state the purpose for which that committee is created, the limits upon that committee's power, and the manner in which that committee may act. Unless otherwise limited, the committee shall have and exercise all of the authority of the Board of Directors, except such authority shall not in any instance include authority to: (a) amend, alter or repeal Bylaws; (b) elect, appoint or remove any member of any committee, any director or officer of the Corporation; (c) amend or restate the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, exchange or mortgage of any property or assets of the Corporation; (f) authorize a voluntary dissolution of the Corporation or revoke proceedings thereof; (g) adopt a plan for distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by any committee.

Paragraph 6 OFFICERS

6.1 Offices. The officers of the Corporation shall be a President, one or more Vice Presidents, and a Secretary/Treasurer.

6.2 Qualification, Election and Term of Office. Each officer shall be either a Member of the Corporation or the representative of a Member and a member of the Board of Directors. The officers of the Corporation shall be elected annually by the Directors at their first meeting. Vacancies shall be filled and new offices may be created and filled at any meeting of the Directors. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death, resignation or removal.

6.3 Resignation and Removal. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in said written notice, such resignation shall take effect upon

acceptance thereof by the Board of Directors. Any Director having been elected and appointed by the Members may be removed by the Members whenever in their judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person removed. Any Director who ceases to own a home or misses two or more meetings of the Board of Directors within a one year period without a reason acceptable to the Board of Directors shall be deemed to have resigned. The election or appointment of any officer or any other agent shall not in itself create contractual rights.

6.4 President. The President shall be the principal executive officer of the Corporation and shall in general supervise and conduct all of the business of the Board of Directors. He shall preside at all meetings of the Members or the Board of Directors. He must sign with the Secretary of the Corporation or other proper officer as designated by the Board of Directors, the annual statements, all deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors to be executed, except in cases where the signing and execution of such documents shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Corporation or shall be under the laws of the State of Montana required to be otherwise assigned or executed. The President shall perform all duties incidental to the office of the President and shall perform such other duties as may be prescribed by the laws of the State of Montana, the Articles of Incorporation or by the Board of Directors.

6.5 Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President, or in the event there is more than one Vice President, the Vice President in the order of priority as designated or, if such priorities are not designated, in the order of their election, shall perform the duties of the President. When so acting the Vice President shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign together with a majority of the Directors inclusive of the President the annual statement of the Corporation. The Vice President or Vice Presidents shall perform all other duties as may from time to time be assigned by the President or the Board of Directors.

6.6 Secretary/Treasurer. The Secretary/Treasurer shall perform the following secretarial duties: (a) keep the minutes of the proceedings of the Members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provision of these Bylaws or as otherwise required by the Articles or Statutes; (c) be custodian of the Corporate records and seal of the Corporation and see that such seal is affixed to all documents executed on behalf of the Corporation; (d) keep a register of the post office addresses of each of the Members; (e) have general charge of the membership rolls of the Corporation; (f) have charge and custody and be responsible for all funds and securities of the Corporation; (g) receive and give receipts for monies due and payable to the Corporation from any source whatsoever; (h) deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (i) in general, perform all of the duties incidental to the office of Secretary/Treasurer and any other such duties as from time to time may be assigned by the President or the Board of Directors. If required by the Board of Directors, the Secretary/Treasurer shall give a bond for the faithful discharge of his duties in such sum and with a surety or sureties as the Board of Directors shall determine is appropriate. The cost of any such bond shall be paid for by the Corporation.

6.8 Salaries. No officer or director of the Corporation shall receive a salary unless and until that salary and the work to be performed by that officer or director is approved by the Members at a meeting.

Paragraph 7
FISCAL YEAR

7.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January in each year and end on December 31st of that year.

Paragraph 8
CORPORATE SEAL

8.1 Corporate Seal. The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, State of incorporation and the words "Corporate Seal."

Paragraph 9
WAIVER OF NOTICE

9.1 Waiver of Notice. Whenever any notice is required to be given by these Bylaws, the Articles of Incorporation or any of the laws of the State of Montana, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed the equivalent of giving such notice.

Paragraph 10
AMENDMENTS

10.1 Amendments. The Members at any special or annual meeting may, by a two thirds majority vote of those in attendance, either represented in person, proxy or by mail, amend or alter these Bylaws, provided that the substance of the proposed amendment shall have been stated in the notice at the meeting.

Paragraph 11
SEVERABILITY

11.1 Severability. If any portion of these Bylaws is deemed to be contrary to law by a Court of competent jurisdiction, such portion of the Bylaws is severable from the remaining provisions of the Bylaws and those remaining provisions shall be legally binding.

CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being a majority of the Board of Directors of Upper Linda Vista Homeowners Association, Inc., and in accordance with paragraph 10.1 of this Corporation's Bylaws, do hereby assent to the adoption of the foregoing amended Bylaws and do hereby certify that the same were duly adopted as the Amended Bylaws on the 1st day of April, 1996 and that the same do now constitute the Bylaws of said Corporation.

These Bylaws supersede the original Bylaws that were in effect as of March, 1992.

DATED this 1st day of April, 1996.

Director Lloyd Twite
Lloyd Twite

STATE OF MONTANA
County of Missoula

On this 3rd day of February, 1997, before me, the undersigned Notary Public for the State of Montana, personally appeared Lloyd Twite, 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 official seal the day and year first above written.

Nancy Rogers
Notary Public for the State of Montana
Residing at Missoula, Montana
My commission expires: 12-7-97

Director Steve Overholt
Steve Overholt

STATE OF MONTANA
County of Missoula

On this 10th day of February, 1997, before me, the undersigned Notary Public for the State of Montana, personally appeared Steve Overholt, 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 official seal the day and year first above written.

Dan James Connie McLaughlin
Notary Public for the State of Montana
Residing at Missoula, Montana
My commission expires: 10/99 10/99

Director Charlie Brown
Charlie Brown

STATE OF MONTANA
County of Missoula

On this 5th day of Feb, 1997, before me, the undersigned Notary Public for the State of Montana, personally appeared Charlie Brown, 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 official seal the day and year first above written.

Dan James
Notary Public for the State of Montana
Residing at Missoula, Montana
My commission expires: 10/99