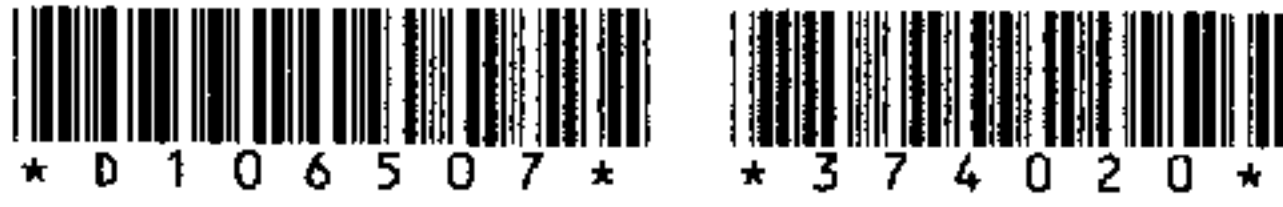


SECRETARY OF STATE

STATE OF MONTANA
MIKE COONEY

PRIORITY

Business Services Bureau
LesLee Shell-Beckert, Dept



Montana State Capitol
PO Box 202801
Helena, MT 59620-2801
(406)444-3665
<http://www.state.mt.us/sos/>



MANDY JACOBI
HARRIS TARLOW & STONECIPHER
1439 WEST BABCOCK
BOZEMAN MT 59715

RE: ROUNDUP MESA
LANDOWNERS ASSOCIATION
ARTICLES OF INCORPORATION
Date of Filing: November 22, 2000
Filing Number: 374020 - D106507

November 22, 2000

Dear Ms. Jacobi:

I've approved the filing of the documents for the above named entity. The document number and filing date have been recorded on the original document. This letter serves as your certificate of filing and should be maintained in your files for future reference.

Pursuant to your request, I have deducted \$40.00 from your prepaid account to cover the costs of this transaction.

Thank you for giving this office the opportunity to serve you. If you have any questions in this regard, or need additional assistance, please do not hesitate to contact the Business Services Bureau professionals at (406) 444-3665.

Sincerely,

Mike Cooney
Secretary of State
Enclosure

374020

STATE OF MONTANA

FILED

NOV 22 2000

*Rec'd
+ \$20.00
priority*

ARTICLES OF INCORPORATION
OF
ROUNDUP MESA LANDOWNERS ASSOCIATION

SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Montana Non-Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Roundup Mesa Landowners Association.

SECOND: The corporation is a mutual benefit non-profit corporation.

THIRD: The period of its duration is perpetual.

FOURTH: The purposes for which the corporation is organized are:

- (a) To own and hold title to any easements or other rights appurtenant to this property.
- (b) To provide for the maintenance of common roads, including maintenance and replacement of road signs, snow removal and right of way weed control in accordance with Montana Code Annotated § 7-22-2152 the County Noxious Weed Control Act, in such manner as may be appropriate or desirable in the judgment of this association, and to do any other things, to provide any labor necessary or desirable in the judgment of this association to keep the property in good order in keeping with the general plan of the subdivision.
 - (1) Tract owners have the right to control noxious weeds on the right of way easements on their property. If adequate control is not achieved (as determined by the Musselshell County Weed District) the Roundup Mesa Landowners Association will implement appropriate weed control measures.
- (c) To enforce all Roundup Mesa Landowners Subdivision Covenants, restrictions or conditions placed on property.
- (d) To negotiate and monitor any grazing leases.
- (e) The current charges or assessment on each lot shall be \$100.00 per lot per calendar year. The assessment may be increased by a maximum of \$100.00 per lot per calendar year if deemed necessary by a majority vote of the association.

FIFTH: The members of this association shall be the present and future owners of all tracts of land within the Roundup Mesa Subdivision.

SECRETARY OF STATE
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(a) Membership in the association is not an option, but mandatory for all Roundup Mesa Subdivision tract owners. An owner includes those who own tracts out-right, as well as those purchasing tracts under contract for deed. Such ownership or the purchasing of such tract or lot under a contract or agreement of purchase shall be the only qualifications for membership in this association. Each tract has one vote. When a tract or lot is owned of record in joint tenancy or tenancy in common, or when two or more residents are purchasing a tract or lot under a contract or agreement of purchase, the membership as to such tract or lot shall be joint and the right of such membership (including the voting power arising therefrom) shall be exercised only by the joint action of all owners of record of such tract or lot, or all of the purchasers under said contract or agreement of purchase, respectively. Membership in this association shall lapse and terminate when any member shall cease to be the owner of record of a tract or lot.

SIXTH: If a dispute shall arise between tract owners in ROUNDUP MESA said dispute will be resolved by a written vote of the membership. Said dispute will be outlined by parties involved and by said association president and submitted to all tract owners. Any owner who does not respond in 14 days of said mailing will have his or her vote cast by the president of said association.

SEVENTH: The assets upon dissolution shall be distributed to Musselshell County Government.

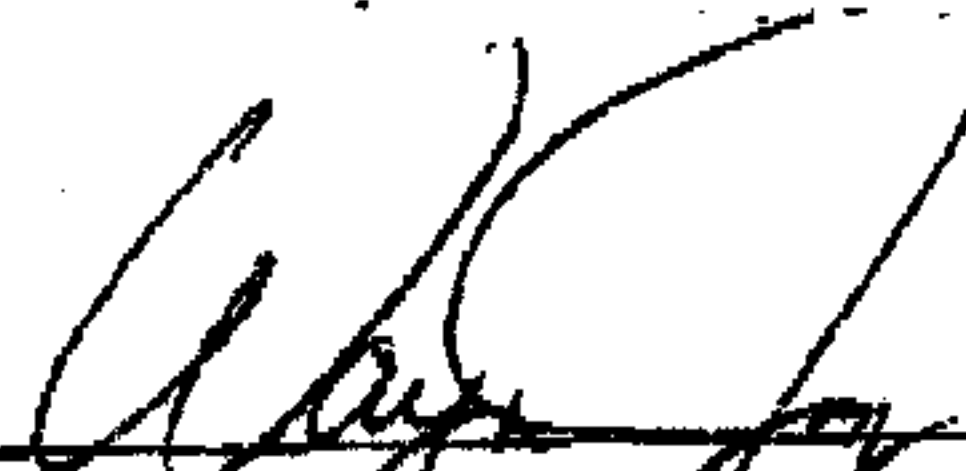
EIGHTH: The address of the initial registered office of the corporation is P.O. Box 1153, Bozeman, Montana, 59771, and the name of its initial registered agent at such address in Wayne Joyner.

NINTH: The Roundup Mesa Association will not change its by-laws or dissolve said association without prior approval of the Musselshell County Commissioners.

TENTH: The name and address of the incorporator is:

Name:	Address:
Rocky Mountain Timberlands, Inc. Wayne Joyner, President	P.O. Box 1153 Bozeman, MT 59771-1153

Dated this 21st day of November, 2000.

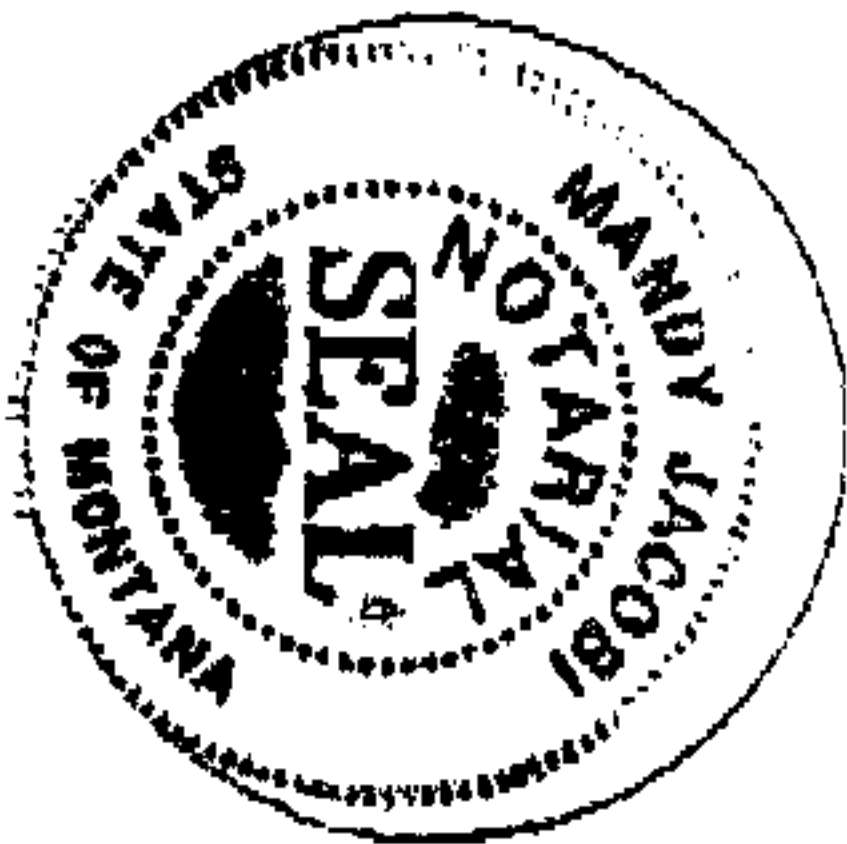

Wayne Joyner, President
Rocky Mountain Timberlands, Inc.

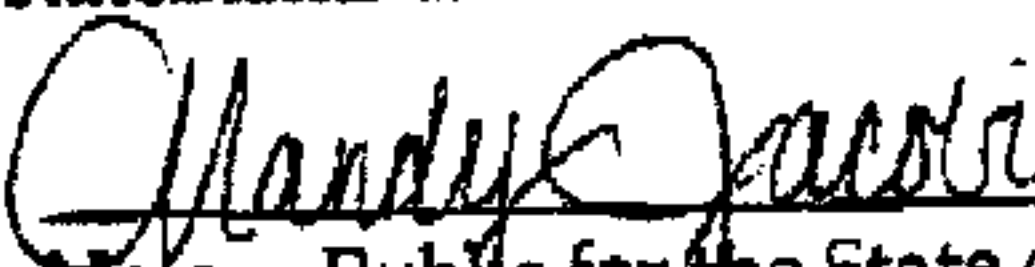
STATE OF MONTANA)

:ss

COUNTY OF GALLATIN)

On this 21st day of November, 2000, before me a Notary Public for the State of Montana, personally appeared Wayne Joyner who being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.




Notary Public for the State of Montana
Residing at Bozeman, Montana
My commission expires: 06/01/02



HARRIS, TARLOW & STONECIPHER, PLLC
ATTORNEYS

CHRISTOPHER HARRIS
JOHN H. TARLOW
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FACSIMILE TRANSMISSION

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TO: RoseAnn Crawford
FACSIMILE NO.: (406) 444-3976
FROM: Mandy Jacobi
DATE: November 22, 2000
RE: Articles of Incorporation-Roundup Mesa Landowners Association
NO. OF PAGES: 1
(INCLUDING COVER SHEET)

MESSAGE:

The physical address of Wayne Joyner, incorporator of Roundup Mesa Landowners Association is: 1315 East Main Street, Bozeman, Montana 59715.

Thank you for your prompt attention to this matter, I really appreciate it.

Happy Thanksgiving!

IF YOU HAVE ANY QUESTIONS CONCERNING THIS FAX, PLEASE CALL TAMI, TARA, MANDY, OR JANE AT (406) 586-9714.