BYLAWS OF
CEDAR POINTE ESTATES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is CEDAR POINTE ESTATES HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 857 Grand Avenue, but meetings of members and directors may be held at such places within the State of Montana, Lake County or Flathead County, as may be designated by the Board of Directors from time to time.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to CEDAR POINTE ESTATES HOMEOWNERS' ASSOCIATION, INC.

Section 2. "Property" shall mean and refer to that certain property described herein as Cedar Pointe Estates.

Section 3. "Common Area" shall mean all real property interests governed by the Association for the common use and enjoyment of the members of the Association.

Section 4. "Park" shall mean and refer to that area as shown on the plat of Cedar Pointe Estates.

Section 5. "Lot" shall mean and refer to Lots identified on the subdivision plat of Cedar Pointe Estates subdivision.

Section 6. "Member" shall mean and refer to every person or entity who holds a membership in the Association.

Section 7. "Owner" shall mean and refer to every person or entity who is a record owner of a fee, or undivided fee, interest in any Lot which is subject by covenants of record to assessment by the Association. Record owners who have sold any Lot under a contract for deed shall not be considered owners, but the purchasers of any Lot who are purchasing any Lot under a contract for deed shall be considered the owner for all purposes herein. Persons or entities having an interest in any Lot merely as security for the performance of an obligation (mortgages or beneficiaries) are hereby excluded.

ARTICLE III
MEMBERSHIP AND VOTING

Section 1. Members: Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants or record to assessment by the Association shall be a member of the Association: excepting however, any person or entity who has sold or is selling any such lot under a contract for deed shall not qualify as a member of the Association. The foregoing is not intended to include persons or entities who hold an interest in a lot merely as security for performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of the Lot which is subject to assessment by the Association. Ownership of such lot shall be the sole qualification for membership.

Section 2. Voting All members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership. When more than one person holds such interest in any lot, the vote for such lot shall be exercised as such persons among themselves determine but in no event shall more than one (1) vote be cast with respect to any lot.

Section 3. Regular annual Meeting. The annual meeting of the members shall be held at a time and on a day determined by the Board of Directors.

Section 4. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the entire membership.

Section 5. Notice of Meetings. Written notice of such meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 30 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice, whether written or published, shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 6. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fourth (1/4) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws.

Section 7. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV
DIRECTORS

Section 1. Number. The business and affairs of this Association shall be managed by a Board of three (3) Directors. The number of directors may be changed by amendment to these by-laws.

Section 2. Term of office. At each annual meeting the Members shall elect for a term of two (2) years a number of Directors equal to the number of Directors whose terms are ending at the time of the annual meeting. All Board Members must be members of the Association. At the initial election of Directors, two shall be elected for two year terms, and one shall be elected for a one year term.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service they may render to the Association. However, any Director shall be reimbursed for his actual out-of-pocket expenses incurred in the performance of his duties.

Section 5. Action taken without a meeting. The Directors shall have the right to take any action in the absence of a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V
ELECTION AND MEETINGS OF DIRECTORS

Section 1. Nominations. Nominations for election to the Board of Directors shall be made from the floor at the annual meeting of members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members may vote in person or by proxy.

Section 3. Regular meetings. Regular meetings of the Board of Directors may be held without notice, at such place and hour as may be fixed from time to time by resolution of the board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 4. Special meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 5. Quorum. A majority of the number or directors shall constitute a quorum for the transaction of business. Every act or decision done or made by the majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VI
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to :

a. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

b. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from four (4) consecutive regular meetings of the Board of Directors; and

c. Delegate particular duties to an independent contractor, as they deem necessary, and to prescribe their duties; and to retain the services of accountants, lawyers, engineers or other professionals.

d. The Board of Directors may appoint committees deemed appropriate in carrying out its purposes.

Section 2. Duties. It shall be the duty of the Board of Directors to:

a. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting, when such statement is requested in writing by one-fourth (1/4) of the members.

b. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

c. As more fully provided herein, and in the Declaration, to:

1. Fix the amount of the annual assessment against each lot at least thirty days in advance of each annual assessment period:

2. Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each assessment period.

3. Determine and fix the amount of each special assessment when necessary and to call for and conduct the meeting thereon.

4. Issue, or cause an appropriate officer to issue, upon demand by any person, a statement setting forth whether or not any assessment has been paid. The Board may make a reasonable charge for this certification. If a statement states an assessment has been paid, such statement shall be conclusive evidence of such payment.

d. Procure and maintain adequate liability and hazard insurance on property owned by the Association.

e. Equip, operate, maintain and repair the common roads and other common areas, and keep proper and correct books of account reflecting the operation thereof.

f. Enforce the covenants, conditions, restrictions, resolutions, rules and regulations of Cedar Pointe Estates.

g. Perform all obligations set forth in the Declaration of Restated Covenants, Conditions and Restrictions of Cedar Pointe Estates.

ARTICLE VII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, and a secretary/treasurer, who need not be a Director.

Section 2. Election of officers. The Board shall elect the officers.

Section 3. Term. The initial officers of this Association shall hold office until the first meeting of Directors following the annual meeting of members. Thereafter, each officer shall serve a one (1) year term, unless he/she shall sooner resign, or shall be removed or otherwise disqualified to serve, or be re-elected to a successive term.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the board may, from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by the Board of Directors. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple offices. The offices of the Secretary and the Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

The duties of the officers are as follows:

President

a. The President shall preside at all meetings of the members and of the Board of Directors: shall see that orders and resolutions of the Board are carried out: Shall sign all leases, mortgages, deeds and other written instruments, and shall co-sign promissory notes.

Vice President

b. The Vice President shall act in the place and stead of the President in the event of his absence, or inability to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

Secretary

c. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, keep

the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, co-sign with the president all promissory notes of the Association and perform such other duties as required by the Board.

Treasurer

d. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, and/or the President; keep proper books of the accounts; cause an annual review of the Association books to be made at the completion of each fiscal year and shall prepare an annual statement of income and expenditures to be presented to the membership at its regular annual meeting, and make available a copy of each to the members

ARTICLE VIII
BOOKS AND RECORDS

The books, records and papers of the Association shall, during reasonable business hours, be subject to inspection. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection at the principal office of the Association where copies may be purchased at reasonable cost.

ARTICLE IX
AMENDMENTS

Section 1. These By-Laws may be repealed or amended, or new by-laws may be adopted, by the members at an annual meeting, or any other meeting called for that purpose, by a vote, either in person or by proxy, representing three-fourths (3/4) of the members present.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

IN WITNESS WHEREOF, we, being initial Directors of Cedar Pointe Estates Homeowners' Association, Inc. have hereunto set our hands this 30th day of October, 2007.

Donald A Gatzke
Director

Mary Gatzke
Director

Director