

2007081 13580

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PAULA ROBINSON FLATHEAD COUNTY MONTANA

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**ARTICLES OF INCORPORATION  
OF  
SWAN VIEW CONDOMINIUM OWNERS ASSOCIATION, INC.**

Pursuant to the Montana Non-Profit Corporation Act, the undersigned corporation hereby adopts, in the manner prescribed by statute, the following Articles of Incorporation.

1. Name. The name of the corporation shall be as follows: SWAN VIEW CONDOMINIUM OWNERS ASSOCIATION, INC.

2. Duration. The duration of the corporation shall be perpetual.

3. Mutual Benefit. The corporation is a mutual benefit corporation.

4. Registered Agent. The name of the initial registered agent of the corporation is Christa Nadeau. The street address and the mailing address of the initial registered office of the corporation is 104 Jewel Basin Court – Suite 2, Bigfork, MT 59911.

5. Board of Directors. The management and control of the corporation shall be vested in a Board of Directors. The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the initial directors are:

Christa Nadeau  
104 Jewel Basin Court – Suite 2  
Bigfork, MT 59911

Beth Morgenstern  
104 Jewel Basin Court – Suite 3  
Bigfork, MT 59911

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Robin Magaddino  
2100 Swan Hwy  
Bigfork, MT 59911

6. Incorporator. The name and address of the original incorporator is:

MNM, LLC  
104 Jewel Basin Court – Suite 2  
Bigfork, MT 59911

7. Purpose and Powers. The purpose of the corporation is to act as an owners association for a condominium project known as Swan View Condominiums created pursuant to the Declaration of Unit Ownership and Covenants, Conditions and Restrictions of Swan View Condominiums, Flathead County, Montana, recorded on March 32, 2007, under Reception No. 2007081 13570, records of Flathead County, Montana (the "Declaration"). The corporation, through its Board of Directors, shall have all powers afforded to a non-profit mutual benefit corporation as provided by the laws of the State of Montana.

8. Members. The members of the Association shall be all Owners of the Units within the Property, as defined in the Declaration. Initially, the Property consists of the property described on Exhibit "A" attached hereto.

9. Voting. The votes in the Association shall be allocated based upon the Owner's interest in the Common Elements, as provided in the Declaration.

10. Amendment. These Articles of Incorporation may be amended at any time by Members representing two-thirds (2/3's) of the votes in the Association, by votes cast in person or by proxy at a meeting duly called for such purpose, or by written ballot, or by a combination of votes at a meeting and votes by written ballot (with the votes by written ballot included in determining whether a quorum is present). Notice of such meeting shall be given to all Members at least fourteen (14) days in advance and shall set forth the purpose of the meeting. Any such amendment shall become effective when an instrument is filed with the Montana Secretary of State and filed for record in the real estate records of Flathead County, Montana, together with a certification signed by two of the officers of the Association attesting to the approval of the amendment by the required number of Members. The instrument need not be signed by the Members. Any amendment shall be binding upon every Owner and every Unit Ownership whether the burdens thereon are increased or decreased thereby, and whether the Owner of each and every Unit Ownership consents thereto or not.

11. No Private Inurement. No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

12. Dissolution. The corporation may be dissolved by Members representing two-thirds (2/3's) of the votes in the Association, by votes cast in person or by proxy at a meeting duly called for such purpose, or by written ballot, or by a combination of votes at a meeting and votes by written ballot (with the votes by written ballot included in determining whether a quorum is present). In the event of such dissolution, the assets of the corporation shall be dedicated to an appropriate public agency or agencies or utility or utilities to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is not accepted, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to the purposes as nearly as practicable, the same as those to which they were required to be devoted by the corporation. If no such organization is available, the assets shall be disposed of by the district court of the county in which the principal office of the corporation is located for such purposes or related purposes or to such organization or organizations as the Court shall determine. No such disposition of corporation property shall be effective to divest or diminish any right or title of any member vested in him under the covenants and deeds applicable to the condominium project and the Declaration unless made in accordance with the provisions of such covenants and deeds.

13. Indemnity and Liability.

13.1. To the fullest extent permitted by applicable law, the corporation shall indemnify any director or officer of the corporation who is made a party to any legal, regulatory or other proceeding because he or she is or was a director or officer of the corporation.

13.2 No director or officer of the corporation shall be liable to the corporation or its members for any actions taken or any failure to take any action, as a director or officer, except liability for:

- (1) a breach of the director's or officer's duty of loyalty to the corporation;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (3) a transaction from which the director or officer derived an improper personal economic benefit; and
- (4) a violation of MCA 35-2-418, 35-2-435, or 35-2-436.

14. Terms. Any capitalized terms used herein shall have the same meaning as provided in the Declaration.

Dated: March 22, 2007.

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Incorporator:

MNM, LLC

By: [Signature]  
Its: President

STATE OF Montana  
County of Flathead ; ss

This instrument was acknowledged before me on the 19<sup>th</sup> day of March, 2007, by Robin O. Magaddino as President of MNM, LLC.  
RW JJ Magaddino RW



REBECCA WELCH  
NOTARY PUBLIC-MONTANA  
Residing at Bigfork, Montana  
My Comm. Expires June 15, 2010  
(SEAL)

[Signature]  
Notary Public for the State of Montana  
Rebecca Welch  
(Print or type name of Notary)  
Residing at Bigfork MT  
My commission expires 06/15/2010, 20

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CONSENT OF DIRECTORS

The undersigned consent to serve as the initial directors of SWAN VIEW CONDOMINIUM OWNERS ASSOCIATION, INC.

Dated: March 14, 2007.

Christa Nadeau  
Christa Nadeau

Beth Morgenstern  
Beth Morgenstern

Robin Magaddino  
Robin Magaddino

STATE OF Montana  
County of Flathead: ss

This instrument was acknowledged before me on the 20<sup>th</sup> day of March, 2007, by  
CHRISTA NADEAU.



REBECCA WELCH  
NOTARY PUBLIC-MONTANA  
Residing at Bigfork, Montana  
My Comm. Expires June 15, 2010

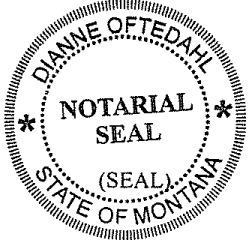
(SEAL)

Rebecca Welch  
Notary Public for the State of Montana  
Rebecca Welch  
(Print or type name of Notary)  
Residing at Bigfork  
My commission expires 06/15/2010, 20

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STATE OF MONTANA )  
 ) SS  
County of Flathead )

This instrument was acknowledged before me on the 16<sup>th</sup> day of March, 2007, by  
BETH MORGENSTERN.

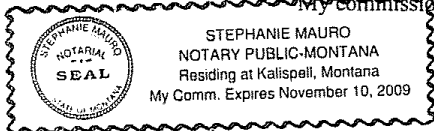


Dianne Oftedahl  
Notary Public for the State of MONTANA  
Dianne Oftedahl  
(Print or type name of Notary)  
Residing at Kalispell, MT  
My commission expires 12/18, 2009

STATE OF Montana )  
 ) SS  
County of Flathead )

This instrument was acknowledged before me on the 16 day of March, 2007, by  
ROBIN MAGADDINO.

(SEAL)



Stephanie Mauro  
Notary Public for the State of Montana  
Stephanie Mauro  
(Print or type name of Notary)  
Residing at Kalispell  
My commission expires 11/10/09, 20

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CONSENT OF REGISTERED AGENT

The undersigned consents to serve as the registered agent of SWAN VIEW CONDOMINIUM OWNERS ASSOCIATION, INC.

Dated: March 20 2007

Christa Naudeau  
CHRISTA NADEAU

STATE OF Montana  
County of Flathead : SS

This instrument was acknowledged before me on the 20<sup>th</sup> day of March, 2007, by  
CHRISTA NADEAU.



REBECCA WELCH  
NOTARY PUBLIC-MONTANA  
Residing at Bigfork, Montana  
My Comm. Expires June 15, 2010

(SEAL)

Rebecca Welch  
Notary Public for the State of Montana  
Rebecca Welch  
(Print or type name of Notary)  
Residing at Bigfork, MT  
My commission expires 06/15/2010

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**EXHIBIT A**

Legal Description of the Property Subject to the Declaration of Unit Ownership and Covenants, Conditions and Restrictions Establishing and Governing Swan View Condominiums and the Articles of Incorporation and Bylaws of the Swan View Condominium Owners Association, Inc.:

Lot 9 of Jewel Basin Plaza, according to the official plat thereof, filed in the Official Records of Flathead County, Montana.