

FILED

ARTICLES OF INCORPORATION OF
NON-PROFIT CORPORATION 896309358
(MELODY RANCH OWNERS ASSOCIATION)

SECRETARY OF STATE

THE UNDERSIGNED, being a natural person of the age of twenty-one years or more, acting as the incorporator of a non-profit corporation pursuant to §§17-19-101 to 17-19-1807, Wyoming Statutes (1992) hereby adopts the following Articles of Incorporation for such corporation and certifies that:

ARTICLE I
NAME

The name of the corporation is Melody Ranch Owners Association.

ARTICLE II
TYPE

This is a mutual benefit corporation.

ARTICLE III
INITIAL OFFICE AND AGENT

The street address of the Corporation's initial registered office is: 270 W. Pearl, Jackson, Wyoming, 83001. The name of its original registered agent at such address is Dean K. Bark.

ARTICLE IV
INCORPORATOR

The name and address of the Incorporator of this Corporation is: Dean K. Bark, 270 W. Pearl, Jackson, Wyoming, 83001.

ARTICLE V
MEMBERS

This Corporation will have members. Only record owners of lots located at the development known as Melody Ranch Planned Unit Development, Teton County, Wyoming, shall be eligible for membership.

SECRETARY OF STATE

**ARTICLE VI
DISSOLUTION AND DISTRIBUTION OF ASSETS**

The Corporation may be dissolved with the consent given in writing and signed by members representing the lesser of (1) a majority of the voting power, or two thirds (2/3) of the votes cast where a quorum is present; and (2) by a majority of the Board of Directors.

In the event of dissolution other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to its members; the amounts and kinds of assets and the manner of distribution to be pursuant to resolution of the Board of Directors.

**ARTICLE VII
INDEMNIFICATION**

The Corporation shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director or officer of the Corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

**ARTICLE VIII
POWER OF DIRECTORS TO MAKE LIMITED AMENDMENTS TO THE
ARTICLES OF INCORPORATION**

The Corporation's Board of Directors may adopt one or more of the following amendments without member approval:

- (1) To delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the Secretary of State;

- (2) To change the Corporate name by substituting the name Corporation, Incorporation, Company, Limited, or the abbreviation Corp., Inc., Co., Ltd., for a similar word or abbreviation in the name or by adding, deleting or changing a geographical attribution to the name; or
- (3) To make other changes expressly permitted by Wyoming law by Director action.

**ARTICLE IX
PURPOSES AND POWERS**

This Corporation does not contemplate pecuniary gain or profit to members thereof, and the specific purposes for which it is formed are to protect the values and natural beauty of the development know as Melody Ranch Planned Unit Development, Teton County, Wyoming, according to that plat to be recorded in the Office of the Teton County Clerk. Other specific purposes for which this Corporation is formed are for architectural control of improvements and maintenance of Common Areas within said Planned Unit Development; and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation and for this purpose:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in Declarations of Covenants, Conditions and Restrictions, hereinafter referred to as the "Covenants" recorded or to be recorded in the Office of the County Clerk Ex-Officio Registrar of Deeds of Teton County, Wyoming and as the same may be amended from time to time as therein provided, said Covenants being incorporated herein as if set forth at length;

B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Covenants; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

D. Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in property as security for money borrowed or debts incurred;

E. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

F. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation of additional platted areas within the Melody Ranch Planned Unit Development shall not require the approval of members; and

G. To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Wyoming may now or hereafter have or exercise.

ARTICLE X ORGANIZATION AND CONTROL OF THE INTERNAL AFFAIRS

The Corporation shall consist of members and the internal affairs of the Corporation shall be managed by a Board of not less than three (3) directors elected by the members in a manner to be provided by the Bylaws of the Corporation.

Dated this 1st day of April, 1996.

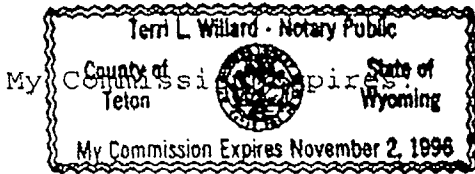
Dean K. Bark Incorporator

STATE OF WYOMING))ss. COUNTY OF TETON)

I, Terri L. Willard, a notary public hereby certify that on the 1st day of April, 1996, Dean K. Bark personally declared that he is the person who signed the foregoing document as the incorporator and that the statements therein are true.

Witness my hand and official seal.

Terri L. Willard Notary Public




CONSENT TO
APPOINTMENT BY REGISTERED AGENT
MELODY RANCH OWNERS ASSOCIATION
(NONPROFIT CORPORATION)

1. I, Dean K. Bark, voluntarily consent to serve as the registered agent for Melody Ranch Owners Association on the date shown below:

2. I am an individual who resides in this state and whose business office is identical with the registered office.

3. I know and understand the duties of a registered agent as set forth in the 1992 Wyoming Nonprofit Corporation Act.

Dated this 1st day of April, 1996.



Dean K. Bark