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ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

Wyoming Secretary of State
Corporations Division
The State Capitol Building
Cheyenne, WY 82002-0020

Phone (307) 777-5339
Fax (307) 777-5339
E-mail: corporations@state.wy.us

1. Corporate Name: HR Ranch Homeowners Association, Inc.

2. This is a religious public benefit or mutual benefit corporation.
(check appropriate category.)

3. The street address of the corporation's initial registered office and the name of its initial registered agent at that office: _____
230 East Broadway, Suite 3A
Jackson, Wyoming 83001
Attention: Paul Lowham, Registered Agent

(The registered agent may be an individual who resides in this state, a domestic corporation or not-for-profit domestic corporation, or a foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office.)

4. The name and address of each incorporator is: _____
Paul Lowham
P.O. Box 14760
230 West Broadway, Suite 3A
Jackson, WY 83002


5. This corporation will have _____ members (indicate if it **will have** or **will not have** members).

[The term "members" has a specific legal meaning which is that members elect, in a formal meeting, the board of directors. If your corporation has a board of directors which elects itself, then you do not have members. Members are not donors or volunteers.]

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6. Provisions regarding the distribution of assets upon dissolution are:
The assets shall be evenly distributed among the members of the Association at the time of dissolution.

Date: November 1, 2001

Signed: 

Contact Name: Paul Lowham

Daytime Phone Number: (307) 732-0600

For name availability purposes, list the type of business the corporation will be conducting:
Residential Homeowners Association

Filing Fee: \$25.00

Instructions:

1. Articles of Incorporation must be accompanied by a written consent to appointment executed by the registered agent.
2. Make checks payable to "Secretary of State".

**CONSENT TO APPOINTMENT
BY REGISTERED AGENT**

Wyoming Secretary of State
Corporations Division
The State Capitol Building
Cheyenne, WY 82002-0020

Phone (307) 777-7311/7312
Fax (307) 777-5339
E-mail: corporations@state.wy.us

I, Paul Lowham, voluntarily consent to serve as the
registered agent for HR Ranch Homeowners Association, Inc.
on the date shown below.

The registered agent certifies that he is: (circle one)

- PL* (a) *An individual who resides in this state and whose business office is identical with the registered office;*
- (b) *A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or*
- (c) *A foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office.*

Dated this 1st day of November, 2001.



Signature of Registered Agent

By-Laws
Of

HR Ranch Homeowners Association, Inc.

Article 1- Definitions

Section 1-“Association” shall refer to the HR Ranch Homeowners Association, Inc., its successors and assigns.

Section 2-“Declaration” Shall mean refer to the Declaration of Covenants, Conditions, and Restrictions applicable To the Property recorded in the Laramie County Clerk’s Office and such other Declarations of Covenants, Conditions and Restrictions applicable to other property developed by declarant and Recorded in the office of the Laramie County Clerk.

Section 3-“Common Roads” shall mean and refer to that certain real property described in the Declaration.

Section 4- “Common Services” shall be defined as set forth in the Declaration.

Section 5- “Owner” shall be defined as set for in the Declaration.

Section 6- “Property” shall mean and refer to that certain real property described in the Declaration

Section 7-“Member”shall mean and refer to those persons entitled to membership as provided in the Declaration.

Article 11-Offices

Section 1-Registered Office

The registered office of the Corporation shall be located at Lowham Associates, 230 East Broadway, Jackson, and Wyoming 83001. The registered agent at that office is Paul Lowham.

Section 2-Other Offices

The Corporation may also have offices at such other places as the Board of Directors or President of the Corporation may from time to time designate.

Article 111-Meetings of Members

The first annual meeting of the members shall be held within one year of date of incorporation of the Association. Subsequent annual meetings of the Members shall be held during the first quarter at the corporate offices or at any location as shall be fixed by the Board of Directors. The time and place of the annual Members Meeting shall be stated in the notice or waiver of notice of meeting.

A written or printed notice of annual meeting of Members shall be mailed to each member entitled to vote at such address as appears on the books of the Association, not less than ten (10) no more than fifty (50) days before the date of the meeting unless a different time is specified by law. Each member shall register his address With the Secretary and notice shall be mailed to such address.

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At the annual meeting, the Members shall elect a Board of Directors and transact such other business as may properly come before the meeting.

Section 2 -SPECIAL MEETINGS

Special meetings of the Members for any purpose or purposes, unless otherwise prescribed by statute, may be held at any time upon the call of the Board of Directors, the President, or upon petition signed by Members of the Association representing ten (10%) per cent of the total votes of the Association entitled to vote. Special meetings of the Members shall be held at such place as shall be stated in the notice of the meeting. No business shall be transacted at a special meeting except as stated in the notice.

Written or printed notice of a special meeting of the members, stating the time, place, and object thereof shall be delivered either personally or by mail, not less than twenty-five (25) nor more than fifty (50) days before such meeting to each member entitled to vote thereat at such member's address as appears on the books of the Corporation. Meetings may be held without notice if all of the members are present, or if those not present waive notice before the meeting.

Section 3- WAIVER OF NOTICE

Waiver of notice of meeting of the Members shall be deemed the equivalent of proper notice. Any Member may, in writing waive notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by such Member shall be deemed waiver by such Member of notice unless such Member specifically objects to lack of proper notice at the time the meeting is called to order.

Section 4 -QUORUM

The presence at the meeting of Members entitled to cast or of proxies entitled to cast, one third (1/3) of the votes of the Association shall constitute a quorum at all meetings of the Members for the transaction of business, except as otherwise provided by law or by the Articles of Incorporation. If, however, a quorum shall not be present at any meeting of the Members, the Members present in person or represented by proxy may adjourn the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number of Members is required by law or the Articles of Incorporation, and except that in election of Directors, those receiving the greatest number of votes shall be deemed elected even though not receiving a majority.

Section 5 - VOTING

The Members may cast, in respect to any matter to be decided by a vote of the Members, as many votes as they are entitled to exercise under the provisions of the Declaration. At every meeting of the Members, every Member having voting power shall be entitled to vote in person or by proxy appointed by an instrument subscribed by such Member or by his duly authorized attorney and delivered to the Secretary of the meeting. At each election of Directors, every Member entitled to vote at such election shall have the right, in person or by proxy, to cast all votes which the member is entitled to exercise for a single Director or to distribute those votes among the various candidates for Directors. Cumulative voting is not permitted.

Section 6 - PROXIES

At all meetings of Members, each Member may vote either in person or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact and filed with the Secretary. No proxy shall be valid after eleven (11) months from its date and every proxy shall automatically cease upon the sale by the Member of his interest in the Property. A proxy is revocable at any time by the Member.

Section 7 - CONDUCT OF MEETINGS OF MEMBERS

The President shall preside over all meetings of the members. If he is not present, the Vice-President shall preside or in his absence a Chairman shall be elected by the meeting. The Secretary of the Corporation shall act as Secretary of all meetings if he or she is present. If he or she is not present, the President shall appoint a Secretary of the meeting.

Section 8 - ACTION OF MEMBERS WITHOUT A MEETING

Any action required or permitted by law to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of Members.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - NUMBER, ELECTION, AND TENURE

The Board of Directors shall be elected at the annual meeting of the Members or at any special meeting held in lieu thereof by a majority vote of those present or represented except as provided in Section 3 of this Article. Directors shall be nominated as set forth in Section 4 of this Article. The number of Directors shall be not less than three (3) nor more than seven (7). The number of Directors may be established by a majority vote of the Members preceding the election, or by resolution of the Board of Directors. Directors need not be a resident of Wyoming. Directors shall hold office until removed or until the next annual meeting of the members or until their successors are elected.

Section 2 - MEETINGS

(a) Annual and Special Meetings

Meetings of the Board of Directors shall be held at times fixed by resolution of the Board, may be called by the Secretary whenever requested by the President, or upon the request of a majority of Directors. The annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the members held in accordance with Article III, Section 1 of this document. The annual meeting of the Board of Directors may be held without written notice, provided that a quorum of the Directors shall be present. Notice of any meeting not held at a time fixed by resolution of the Board shall be given to each Director at least seven (7) days before the date of the meeting at his or her residence or business address, or by delivering such notice to him or her, or by telephone or telegraph. Any such notice shall contain the time and place of the meeting, but need not contain the purpose of any meeting. Notices by mail shall be deemed to be given at the time when the same shall be mailed. Meeting may be held without notice if all of the Directors are present, or if those not present waive notice before the meeting.

(b) Presence

Members of the Board of Directors or members of any committee designated thereby may participate in a meeting of such Board or Committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participating by such means shall constitute presence in person at such meeting. When such a meeting is conducted by mean of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting.

(c) Actions Without Meeting

Any action required to be taken at a meeting of the Directors or any action which may be taken at a meeting of a Committee may be taken without a meeting if consent in writing, setting forth the action, shall be signed either before or

after such action by all of the Directors, or all of the members of a Committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting.

Section 3 - REMOVAL, VACANCIES

If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, or from any other cause other than removal by the Members, the Directors then in office, if there be a quorum, by a majority vote, may choose a successor or successors, *who shall* hold office for the unexpired term in respect of which such vacancy occurred. Any Director may be removed with or without cause at any time by the affirmative vote by a majority vote of the Members voting in accord with Article III, Section 5 of this document at a special meeting of the Members called for that purpose and the vacancy in the Board of Directors caused by any such removal may be filled by the Members at such meeting. If the number of Directors be reduced below the number necessary to constitute a quorum, the Members shall fill the vacancies.

Section 4 - NOMINATING COMMITTEE

Except with respect to Directors selected by the Articles, nominations for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors not less than thirty (30) days prior to each annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting. The Nominating Committee shall make as many nominations as it shall in its discretion determine, but in no event less than the number of vacancies or terms to be filled. Nominations shall be permitted from the floor. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members and to solicit votes.

Section 5 - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

(a) The Board shall have the power to:

- (1) exercise all such powers of the Association and so all such lawful acts and things that are not reserved to the Members by these By-Laws, the Articles of Incorporation or the Declaration;
- (2) to adopt and publish rules and regulations governing the use of the common roads;
- (3) to delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine;
- (4) to issue notice of approval of building plans or, in absence of action by the DEW Committee, the Board shall have authority to review and consider approval of any submitted plans;
- (5) *as more fully set out in the Declaration*, to review any decision of the DEW Committee and to consider any matter that is subject to review or approval of the DEW Committee;
- (6) to approve any action which requires approval by the DEW Committee, such approval to be deemed approval of the DEW Committee.

(b) It shall be the duty of the Board of Directors to:

- (1) cause to be kept a complete record of all its acts and Association 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 all votes of the Association;
- (2) *as more fully provided in the Declaration*, to:
 - a. fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;
 - b. send written notice of each assessment to every Owner subject to such assessment at least thirty (30) days in advance of each annual assessment period ; and

- c. foreclose the lien against the property for which assessments are not paid within thirty (30) days after due date or to bring an action against the Owner personally obligated to pay the same.
- (3) issue upon demand of any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates.
 - (4) procure and maintain adequate liability and hazard insurance on property owned by the Association.
 - (5) cause the Common Roads to be maintained.

Section 6 - QUORUM OF DIRECTORS

A majority of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7 - APPOINTMENT OF COMMITTEES

The Board shall appoint the DEW Committee as set forth under Section 6(e) of the Declaration. The Board shall also appoint the Nominating Committee as set forth under Section 4 of this Article. The Board may by resolution designate other committees, which to the extent provided by resolution, shall have such powers of the Board of Directors as may be lawfully delegated.

Section 8 - COMPENSATION OF DIRECTORS

Directors shall not receive directly or indirectly any profit or pecuniary advantage. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V - OFFICERS

Section 1 - NUMBER

The Board of Directors, promptly after its election in each year, shall elect a President who shall be a Director and shall also elect a Secretary and Treasurer, and may elect or appoint one or more Vice-Presidents or such other officers and assistant officers and agents as they may deem necessary, none of whom need be a member of the Board. The same individual may simultaneously hold more than one (1) office in the Association.

Section 2 - TERM, REMOVAL, VACANCY

All officers shall serve for a term of one (1) year and until their respective successors are elected, but any officer may be removed summarily, with or without cause, at any time by the vote of a majority of all the Directors. Election or appointment of an officer or agent shall not of itself create contract rights. The officers of the Corporation shall have such duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be delegated to them by the Board of Directors.

Section 3 - THE PRESIDENT

The President of the Association shall be the chief executive officer of the Association, shall have general and active management of the business of the Association, and shall see that all orders and resolutions of the Board are carried into effect. He shall have the right and power to perform any of the duties and rights assigned to the other officers. All other officers are responsible to the President. He shall have the authority, if so empowered by the Board, to execute bonds, mortgages, notes, checks, and other contracts requiring a seal, under the seal of the Association. He shall be an EX OFFICIO member of the DEW Committee and any standing Committees.

Section 4 - VICE PRESIDENT

The Vice President or Vice Presidents, if appointed by the Board, shall supervise and coordinate the managerial and administrative functions of the Association, and in the absence or disability of the President shall perform in order of their seniority all of the duties and exercise the power of the President. They shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

Section 5 - SECRETARY

The Secretary of the Association shall attend all sessions of the Board and all meetings of the members and act as custodian thereof, and record all votes and the minutes of all proceedings in books to be kept for that purpose; and shall perform like duties for any standing committees when required. The Secretary shall cause to be kept a register of the address of each Member and shall furnish a copy of the same to be kept at the registered office or principal place of business of the Association, and he or she shall give, or cause to be given, all notices in accordance with these ByLaws or as required by Directors or President, and under whose supervision he shall be. He or she shall keep in safe custody the seal of the Association, and, when authorized by the Board, affix the same to any instrument requiring a seal and when so affixed, it shall be attested by his signature or by the signature of the Treasurer.

The Secretary shall have the custody of the Association funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all moneys, and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors.

Section 6 - Treasurer

The Treasurer shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular meeting.

He shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association.

If required by the Board of Directors, he shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Association, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association.

ARTICLE VI - FINANCES

Section I - DEPOSITORIES

The depositories of the Association shall be designated by resolution of the Board of Directors.

Section 2 - EXECUTION

Such mortgages, bonds, notes, checks, other evidences of indebtedness, and other instruments as the Association may issue in the conduct of its business shall carry the signature of such officer or officers, or such other person or persons as the Board of Directors may from time to time determine by resolution.

Section 3 - LOANS

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. No authorization or consent of the Members shall be required. Such authority may be general or confined to specific instances.

Section 4 - CONTRACT'S

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

ARTICLE V11 - MISCELLANEOUS

Section 1 - SEAL

The seal of the Association shall be a flat-faced circular die of which there may be any number of counterparts with the word "SEAL" and the name of the Association engraved thereon. The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors, but, failure to use the Association seal shall not affect the validity of any instrument.

Section 2 - FISCAL YEAR

The fiscal year of the Association shall begin the first day of January in each year.

Section 3 - INDEMNIFICATION

(a) To the full extent permitted by law, the Association shall indemnify any director or officers of the Association against liability and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of board of directors or members, or otherwise. Any amendment to or repeal of this Article VII, Section 3, shall not affect any right or protection of a director or officer of the Association for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

(b) The Association may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Section 3 and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director or officer, of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his status as such, whether or not the Association would have power to indemnify him against such liability under the provisions of this Section 3.

(c) In the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

(d) The provisions of this Section 3 shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Section 3 shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

(e) Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents, and their respective heirs, executors and administrators.

(f) Reference herein to "Association" shall include all constituent associations or corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation or association so that any person who is or was a director, officer, employee or agent of such constituent association or corporation as a director, officer, employee or agent of another association, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise shall stand in the same position under the provisions of this Section 3 with respect to the resulting or surviving association or corporation as he would if he had served the resulting or surviving association or corporation in the same capacity.

(9) Expense incurred with respect to any such claim, action, suit, or proceeding referred to in this Article may be advanced by the Association prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he is entitled to indemnification under this Article. The rights of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by contracts or as a matter of law, and shall inure to the benefit of the heirs, executors, and administrators of any such person.

ARTICLE VIII - AMENDMENTS

These By-Laws may be altered or amended or repealed by the affirmative vote or written consent of Members representing a majority of the total votes of the Association, as provided for in Article III, at any regular meeting of the Members or at any special meeting of the Members if notice of the proposed alteration or amendment or repeal be contained in the notice of such special meeting, or unless the particular bylaw was adopted by the Members and in so adopting it they expressly prohibited the Board from amending or repealing it, by the affirmative vote of a majority of the Board of Directors at any regular meeting of the Board or at any special meeting of the Board of Directors if notice of the proposed alteration, amendment or repeal be contained in the notice of such special meeting. By-laws so made by the Directors may be altered or repealed by the Members.