

**NONPROFIT CORPORATION  
ARTICLES OF AMENDMENT**

Wyoming Secretary of State Phone (307) 777-7311/7312  
The Capitol Building, Room 110 Fax (307) 777-5339  
200 W. 24th Street E-mail: corporations@state.wy.us  
Cheyenne, WY 82002-0020

1. The name of the corporation is:  
PINE RIDGE RANCH PROPERTY OWNERS ASSOCIATION, INC.
2. Article III paragraph (d) line 3 is amended as follows: delete the words "each class of"  
Article V line 1 is amended as follows: delete the words "two classes"  
-AND- lines 3 and 4: delete the words "except Declarant (the Owner as designed in the Declaration), who shall be entitled to 10 votes for each parcel owned."  
Article VII line two is amended as follows: replace the words "each class of" with the word "the"
3. The amendment was adopted on June 3, 2006 by the directors and members.
4. If approval by the members was not required, or if the corporation has no members, make that statement in this section and state that approval was obtained by a sufficient vote of the board of directors or incorporators.  
N/A
5. If approval by the members was required complete this section.  
(A) The changes in this amendment bring the Articles of Incorporation into alignment with changes in the Bylaws of PRRPOA, Inc., voted for by the members of the association in June 2006.  
The number of memberships outstanding and entitled to vote on the amendment:  
142 entitled voters – 190 parcels represented  
(B) The number of votes cast for and against the amendments:  
182 votes for amendments – 0 voted against
6. If approval of the amendment was required by some person or persons other than the members, the board of directors, or the incorporators, make a statement in this section that approval was obtained.  
N/A

Date: 3-6-09

Signed: 

Title: Vice-President, PRRPOA Board

(May be executed by the Chairman of the Board,  
President or another of its officers.)

Filing Fee: \$3.00

npamend - Revised 9/2003

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WYOMING

**ARTICLE OF INCORPORATION**  
**OF**  
**PINE RIDGE RANCH HOMOWNERS ASSOCIATION,**  
**INC.**

The undersigned being an adult acting as the incorporator of a corporation under the Wyoming Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I**  
**NAME**

The name of the corporation is PINE RIDGE RANCH HOMEOWNERS ASSOCIATION, INC. This is a mutual benefit corporation.

**ARTICLE II**  
**DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE III**  
**PURPOSE**

The corporation does not contemplate pecuniary gain or profit of the members thereof and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the resident parcels and common area as a resident and owner's association within that certain tract of property described and attached hereto as Exhibit A 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 Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or

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to be recorded in the office of the County Clerk of Goshen County, Wyoming and as the same may be amended from time to time as therein provided, said Declaration 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 Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(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 Association;

(d) Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred with the consent of each class of members as set forth in the Association by-laws;

(e) Dedicate, sell or transfer all or any part of a 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 seventy-five percent (75%) of the members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Wyoming Nonprofit Corporation Act by law may now or hereafter have or exercise.

#### **ARTICLE IV**

#### **MEMBERSHIP**

The corporation will have members. Every person or entity who owns a fee interest or an interest as a contract buyer in any parcel which is subject to the Declaration of record, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation, including contract sellers. Membership shall be appurtenant to and may not be separated from ownership of any

parcel which is subject to the Declaration. The corporation may issue one certificate evidencing membership to such owner or owners of record or contract purchasers of each parcel within the above-described property. In the event any parcel within the above-described property is owned or is being purchased by two or more persons, a single certificate shall be issued in the names of the multiple owners, who shall all be members. Each certificate shall have the rights, privileges, limitations, prohibitions, restrictions, and other attributes and shall be issued on such terms and at such times as provided by said Declaration, and the Bylaws and Rules and Regulation of this corporation. Failure to issue the certificate shall not abridge the provisions of this Article.

## **ARTICLE V**

### **VOTING RIGHTS**

The corporation shall have two classes of voting members. Each parcel owner shall be entitled to one vote for each parcel owned (whether an original Result of Survey Parcel or a subsequently Divided Parcel, as defined in said Declaration), except Declarant (the Owner as designated in the Declaration), who shall be entitled to 10 votes for each parcel owned. When there is more than one owner of a parcel, the vote for such parcel shall be exercised as the owners among themselves unanimously determine. In the event of non-agreement among the owners, the vote for the parcel shall not be accepted. Unless otherwise provided for herein or as set forth in the By-laws, all action shall be by a majority vote.

## **ARTICLE VI**

### **DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors, of not less than three (3) nor more than five (5) as determined by action of the members at the annual meeting, provided that at least three (3) directors shall be selected at the first annual meeting following the filing of the Articles of Incorporation of the Association.

The names and addresses of the persons who are to act in the capacity of Directors until their successors are elected and qualified are: Arnold Tollefson and Kathleen Tollefson, HC 72 Box 12, Ft. Laramie, Wyoming, 82212.

## **ARTICLE VII**

### **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

## **ARTICLE VIII**

### **DISTRIBUTION UPON LIQUIDATION**

Upon liquidation, the assets will be distributed to the members of the Association.

## **ARTICLE IX**

### **AMENDMENT TO ARTICLES**

These Article of Incorporation may be amended by the vote or written assent of members representing sixty-six and 2/3 percent (66 2/3%) of the total voting power of the Association, provided, however, that as to particular matters as set forth in the Declaration, the percentage of the voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision.

## **ARTICLE X**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is: 1926 Road 100, Ft. Laramie, Wyoming, 82212.

The name of the initial registered agent at that office is: Arnold Tollefson

The mailing address where correspondence and the annual report forms can be sent is: HC 72 Box 12, Ft. Laramie, Wyoming, 82212.

Arnold Tollefson  
Arnold Tollefson

Kathleen Tollefson  
Kathleen Tollefson

STATE OF WYOMING     )  
                                  ) SS.  
COUNTY OF GOSHEN    )

The foregoing instrument was acknowledged before me by Arnold Tollefson and Kathleen Tollefson, husband and wife this 25<sup>th</sup> day of June, 2004.

WITNESS MY HAND AND OFFICIAL SEAL.

Karen Bandemer  
NOTARY PUBLIC

My Commission Expires:

