

**BYLAWS
OF
CANYON FERRY CROSSING OWNERS ASSOCIATION, INC.**

Paragraph 1

DEFINITIONS

1.1 Corporation. "Corporation" and/or "Association" shall mean and refer to Canyon Ferry Crossing Owners Association, Inc., a Montana non-profit Corporation.

1.2 Articles of Incorporation. "Articles of Incorporation" and/or "Articles" shall mean and refer to the Articles of Incorporation filed for the Corporation identified in Paragraph 1.1, and all restatements or amendments to such Articles.

1.3 Declaration of Covenants. "Declaration of Covenants" shall mean and refer to that certain Declaration of Covenants, Conditions and Restrictions relating to Canyon Ferry Crossing, dated the 21st day of July, 1998, and recorded at Book 20, Page 9369, of the records of Lewis and Clark County, Montana, or as that Declaration may be subsequently amended.

1.4 Other Definitions. The definitions as set out in Section 1 of the Declaration of Covenants, are incorporated into these Bylaws, as if fully set forth herein.

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Paragraph 2

CORPORATE OFFICE

2.1 Principal Office. The principal office of the Corporation shall be located at 4000 Water Dance Drive, Helena, Montana 59601, or such other place within the State of Montana as the Board of Directors may determine.

Paragraph 3

MEMBERSHIP

3.1 Membership Eligibility. The Members of the Corporation shall consist of those persons or entities as are described in Section 2 of the Declaration of Covenants as Members.

3.2 Voting Rights. The Members shall be entitled to vote upon membership matters in the manner described in Section 2 of the Declaration of Covenants. A simple majority of the quorum of Members represented at any meeting shall be sufficient to pass motions, approve resolutions, or elect directors, unless a greater majority is required by the Declaration of Covenants, Articles of Incorporation or statutes.

3.3 Membership Meetings. The Members shall hold an annual meeting on the first Saturday in August beginning in the year 1999 at the hour of 9:00 A.M. at the principal office of the Corporation or upon notice, at such other place within the State of Montana as may be designated by the Board of Directors. The purpose of the annual meeting shall be to elect Directors and to transact any other matters which might come before the meeting. If the date fixed for the annual meeting shall fall upon a legal holiday, then the annual meeting shall be held on the next successive business day. In the event the annual meeting is omitted by oversight or

otherwise the Directors shall cause a meeting to be held in lieu thereof as soon as such meeting may be conveniently done. Any business transacted or elections held at such meeting shall be as valid as though called and held upon the date of the annual meeting previously specified. Such subsequent or replacement meetings shall be called in the same manner as prescribed for the calling of special meetings of the Members.

3.4 Special Meetings. Special meetings of the Members may be called at any time by the President of the Corporation or by the Board of Directors. It shall be the duty of the President and Board of Directors to call such special meetings whenever so requested in writing by five percent of the Members. Such meetings shall be held at the principal office of the Corporation or after notice at such other place within the State of Montana as may be designated by the Board of Directors. Notice of special meetings shall be given in accordance with Paragraph 3.5.

3.5 Notice of Meetings. Except as otherwise provided for by statute, written or printed notice stating the location, date and hour of the meeting and in the case of special meetings, the purpose for which the meeting is to be held, shall be delivered not less than ten days nor more than fifty days before the date of any such meeting. Such delivery may be accomplished either personally or by mail. Such notice shall be given by the Secretary of the Corporation at the direction of the President or the Board of Directors. Such notice shall be deemed delivered if the same is either delivered personally to the Member or deposited in the United States Mail with the postage prepaid thereon addressed to the Member at his or her address as it appears upon the

membership rolls of the Corporation. It is the obligation of the Member to keep the Corporation advised of that Member's current address.

3.6 Action Without Meeting. Any action required or which may be taken at a meeting of the Members may be taken without a meeting, if the consent in writing setting forth the action so taken shall be signed by all of the Members entitled to vote on such matter.

3.7 Order of Business. The order of business at the annual meeting and as far as possible at all other meetings of the Members shall be: (a) call of roll; (b) proof of due notice of meeting or waiver of notice; (c) reading and disposal of any unapproved minutes; (d) reports of officers and committees; (e) election of Directors; (f) unfinished business; (g) new business; and (h) adjournment.

3.8 Membership Rolls. The Corporation shall maintain a membership roll containing the names and addresses of all of the Members of the Corporation. This membership roll shall be prima facie evidence of the identity and address of the Members entitled to vote and to exercise all other rights of membership. The membership rolls shall be open to inspection during the regular business hours of the Corporation or upon reasonable request to the custodian of such rolls. It shall be the responsibility of Members to advise the Corporation upon any transfer of a Lot or upon any change of mailing address.

3.9 Quorum. The presence of twenty-five percent of the Members of the Corporation, represented either in person or by proxy, shall constitute a quorum at any meeting of the Members, except for a meeting at which the approval of a Special Assessment, as described in Sections 3.4 and 3.5 of the Declaration of Covenants, is at issue sixty, where fifty percent of the

Members of the Corporation, represented either in person or by proxy, shall constitute a quorum. If less than an adequate number of Members are represented at such meeting to constitute a quorum, a majority of those Members so present may adjourn the meeting from time to time without further notice. Upon the continuation of any adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

3.10 Proxies. At all meetings of the Members, a Member may vote either in person or by proxy executed in writing by the Member or by his duly authorized attorney in fact. Such proxies shall set forth the period of time for which they will be valid which shall not exceed eleven months from the date of its execution unless otherwise provided for in the proxy.

3.11 Cumulative Voting. Cumulative voting shall not be permitted for any purpose.

3.12 Voting by Ballot. The election of Directors must be by ballot. Voting upon any question or other matters may be oral unless the presiding officer of such meeting shall order or any Member shall demand that voting be conducted by ballot.

Paragraph 4

BOARD OF DIRECTORS

4.1 General Powers. The business affairs of the Corporation shall be managed by the Board of Directors, consisting of three members.

4.2 Qualifications and Term of Office. The number of Directors may be increased or decreased by amendment to the Bylaws. The minimum number of Directors shall be three. Each Director shall be either a member of the Corporation or the representative of a Member, excepting those appointed by the Declarant according to the provisions of Section 2 of the Declaration of Covenants. Each Director shall serve for a term of one year or until his or her successor shall have been elected and qualified or until he or she shall have resigned or been removed in the manner as provided in this paragraph. Terms of office for the initial Directors and the election of Directors shall be arranged so that approximately one-third of the Directors shall be elected each year. Directors shall be chosen at the annual meeting of the membership by election according to the highest number of votes received by the nominee for said office.

4.3 Meetings. An annual meeting of the Board of Directors shall be held on the same day and immediately following the annual meeting of the Members. This annual meeting shall be held at the principal office of the Corporation or at any other location within the State of Montana as the Board of Directors may designate. The Directors by resolution may establish the time and place of other regular meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President of the Corporation or by any one Director. Notice of all meetings provided for in this part shall be given to all Directors in accordance with the provisions of Paragraph 4.4.

4.4 Notice. Notice of all annual and regular meetings shall be delivered to each Director by the Secretary at least ten days prior to the time fixed for such meeting. Notice of any special meeting of the Board of Directors shall be in writing and the Secretary shall deliver such notice

to each Director at least three days prior to the date set for any such special meeting. Said notices may be delivered either in person or through the United States Mail or by telegram. If such notice is mailed it shall be deemed delivered when deposited in the United States Mail properly addressed with the postage prepaid. If the notice be by telegram it shall be deemed delivered when presented, properly addressed to the telegraph company. For the purpose of this section the proper address shall be the addresses of the Directors as shall appear on the membership roll of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall be deemed to be a waiver of notice unless that Director shall be in attendance for the sole expressed purpose of objecting to the transaction of business because the same was not lawfully called or convened. Neither the business to be transacted nor the purpose of any annual or regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, but the notice of any special meeting shall state the business and purpose of the special meeting to be held.

4.5 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors are present at any such meeting, a majority of those Directors actually present may adjourn the meeting from time to time without further notice.

4.6 Manner of Acting. The act of majority of the Directors present at any meeting at which a quorum is present shall be deemed the act of the Board of Directors.

4.7 Removal and Resignation. Any or all Directors may be removed from office with or without cause by the Members at the annual meeting or any special meeting called for that

purpose. A Director may resign, effective upon receipt of written notice of such resignation to the Chairman of the Board, if one shall have been chosen, the President or Secretary of the Corporation. Any Director who ceases to own a Lot, except for those Directors appointed by the Declarant, or misses two or more meetings of the Board of Directors within a one year period without a reason acceptable to the Board of Directors shall be deemed to have resigned. Any Director removed or resigned who is a member of any committee shall cease to be a member of such committee.

4.8 Vacancies. The vacancies occurring among the Directors for any reason other than by virtue of an increase in number of Directors' positions, may be filled by vote of the remaining Directors. If the remaining Board of Directors is unable to agree on an individual to fill such vacancy, then the Members of the Corporation at a special meeting convened for that purpose shall fill the vacancy. When a vacancy in the Board of Directors is created by virtue of an increase in the number of Directors, such vacancy shall be filled by an appointee of the Board of Directors. Such appointee shall hold position as Director until the next annual election of Directors at which time the office held by such appointee shall be filled by an election of the Members as in the case of the election of other Directors.

4.9 Compensation. By resolution, the Board of Directors may authorize the reimbursement of their actual expenses occurred while attending and traveling to and from any duly constituted meeting of the Board. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

4.10 Presumption of Action. Any Director of the Corporation who is present at a meeting of the Board of Directors at which any action relating to any corporate matter is taken shall be conclusively presumed to have consented to such action unless his dissent shall be entered upon the minutes of the meeting or filed in writing with the person acting as secretary of the meeting prior to its adjournment or forwarded by registered mail to Secretary of the Corporation immediately upon adjournment of such meeting. No Director who voted in favor of any such action shall have the right to dissent.

4.11 Order of Business. The order of business at the annual meeting and as far as possible at all other meetings of the Directors shall be: (a) call of roll; (b) proof of due notice of meeting or waiver of notice; (c) reading and disposal of any unapproved minutes; (d) reports of officers; (e) election of officers; (f) unfinished business; (g) new business; and (h) adjournment. The President and Secretary of the Corporation shall act as the chairman and secretary of each Directors' meeting unless the Board of Directors shall elect other members of the Board to act in their place instead.

4.12 Informal Action. Any action required to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting of the Directors, if consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

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Paragraph 5

COMMITTEES

5.1 Committees. The Board of Directors may create, designate and appoint one or more committees. Each committee shall consist of at least two or more Directors and if desired, any additional Members of the Corporation or individuals appointed by the Declarant pursuant to the Declaration of Covenants. The Board in creating a committee shall state the purpose for which that committee is created, the limits upon that committee's power, and the manner in which that committee may act. Unless otherwise limited, the committee shall have and exercise all of the authority of the Board of Directors, except such authority shall not in any instance include authority to: (a) amend, alter or repeal Bylaws; (b) elect, appoint or remove any member of any committee, any director or officer of the Corporation; (c) amend or restate the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, exchange or mortgage of any property or assets of the Corporation; (f) authorize a voluntary dissolution of the Corporation or revoke proceedings thereof; (g) adopt a plan for distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by any committee.

5.2 Architectural Review Committee. The Board of Directors shall designate an Architectural Review Committee, as provided by Section 6 of the Declaration of Covenants and subject to the requirements of Section 5.1 of these Bylaws. The Architectural Control Committee shall have all the powers necessary to serve the functions as described in the

Declaration of Covenants. A quorum shall be a majority of the Members of the committee and any authorized action may be taken by majority vote of the quorum present.

Paragraph 6

OFFICERS

6.1 Offices. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer and any other officers as the Board of Directors from time to time deem necessary. Such additional officers shall be elected or appointed by and their titles and duties prescribed by the Board of Directors. Any two or more offices may be held by the same person.

6.2 Qualification, Election and Term of Office. Except for those Officers appointed by the Declarant, each officer shall be either a Member of the Corporation or the representative of a Member. The officers of the Corporation shall be elected annually by the Board of Directors at their first meeting following the annual meeting of the Members. If the election of officers is not held at that meeting then such election shall be held as soon thereafter as may be conveniently done. Vacancies shall be filled and new offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death, resignation or removal.

6.3 Resignation and Removal. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in said written notice, such resignation shall take effect upon acceptance thereof by the Board of Directors. Any officer having been elected and

appointed by the Board of Directors, except for those Officers appointed by the Declarant, may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person removed. Any officer who ceases to own a lot, except for those Officers appointed by the Declarant, or misses two or more meetings of the Board of Directors within a one year period without a reason acceptable to the Board of Directors shall be deemed to have resigned. The election or appointment of any officer or any other agent shall not in itself create contractual rights.

6.4 President. The President, who must be a Director, shall be the principal executive officer of the Corporation and shall in general supervise and conduct all of the business of the Board of Directors. He shall preside at all meetings of the Members or the Board of Directors. He must sign the annual statements, all deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors to be executed, except in cases where the signing and execution of such documents shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Corporation or shall be under the laws of the State of Montana required to be otherwise assigned or executed. The signature of the President, alone shall be sufficient, except where the Board of Directors specifically resolves otherwise. The President shall perform all duties incidental to the office of the President and shall perform such other duties as may be prescribed by the laws of the State of Montana, the Articles of Incorporation or by the Board of Directors.

6.5 Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President, or in the event there are more than one Vice Presidents, the Vice Presidents in the order of priority as designated or if such priorities are not designated in the order of their election, shall perform the duties of the President. When so acting the Vice President shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign together with a majority of the Directors inclusive of the President the annual statement of the Corporation. The Vice President or Vice Presidents shall perform all other duties as may from time to time be assigned by the President or the Board of Directors.

6.6 Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provision of these Bylaws or as otherwise required by the Articles or Statutes; (c) be custodian of the Corporate records and seal of the Corporation and see that such seal is affixed to all documents executed on behalf of the Corporation; (d) keep a register of the post office addresses of each of the Members; (e) have general charge of the membership rolls of the Corporation; and (f) in general, perform all of the duties incidental to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

6.7 Treasurer. The Treasurer shall: (a) have charge and custody and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever; (c) deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in

accordance with the provisions of these Bylaws; and (d) in general, perform all of the duties incidental to the office of Treasurer and any other such duties as from time to time may be assigned by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with a surety or sureties as the Board of Directors shall determine is appropriate. The cost of any such bond shall be paid for by the Corporation.

6.8 Salaries. Salaries of the officers, if any, shall be fixed, from time to time, by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the Corporation.

Paragraph 7

FISCAL YEAR

7.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January in each year and end on December 31st of that year.

Paragraph 8

CORPORATE SEAL

8.1 Corporate Seal. The Corporation shall not utilize a corporate seal.

Paragraph 9

WAIVER OF NOTICE

9.1 Waiver of Notice. Whenever any notice is required to be given by these Bylaws, the Articles of Incorporation or any of the laws of the State of Montana, a waiver thereof in writing

signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed the equivalent of giving such notice.

Paragraph 10

AMENDMENTS

10.1 Amendments. The Board of Directors by the affirmative vote of a two-thirds majority of those Directors in attendance, may at any meeting amend or alter any of these Bylaws provided that the substance of the proposed amendment shall have been stated in the notice of the meeting.

10.2 Members. The Members at any special or annual meeting may by a two-thirds majority vote of those in attendance, either represented in person or proxy amend or alter these Bylaws, provided that the substance of the proposed amendment shall have been stated in the notice at the meeting.

Paragraph 11

SEVERABILITY

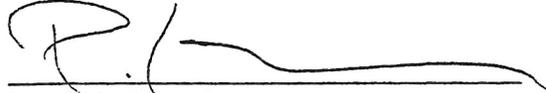
11.1 Severability. If any portion of these Bylaws is deemed to be contrary to law by a Court of competent jurisdiction, such portion of the Bylaws is severable from the remaining provisions of the Bylaws and those remaining provisions shall be legally binding.

CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being a majority of the Board of Directors of Canyon Ferry Crossing Owners Association, Inc., do hereby assent to the adoption of the foregoing Bylaws and do hereby certify that the same were duly adopted as the Bylaws at the first meeting of the Directors of said Corporation on the 21st

day of July, 1998, and that the same do now constitute the Bylaws of said Corporation.

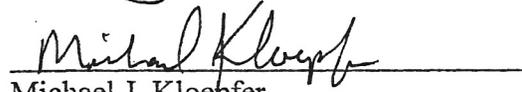
DATED this 21st day of July, 1998.



Peter K. Kloepfer



Carol J. Hampf



Michael J. Kloepfer