

ARTICLES OF INCORPORATION  
OF  
EMPIRE GARAGE OWNERS ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS: The undersigned, THOMAS W. HANEL, a resident of Billings, Yellowstone County, Montana, and of legal age, has this day voluntarily formed a non-profit corporation under the laws of the State of Montana and for that purpose does hereby certify:

I.

The name of the corporation is EMPIRE GARAGE OWNERS ASSOCIATION.

II.

The corporation is a mutual benefit corporation.

III.

The street address of the corporation's initial registered office is 210 N. 27th Street, Billings, Montana 59101, and the name of its initial registered agent at such address is BRENT BROOKS.

IV.

The mailing address of the corporation is P.O. Box 1178, Billings, Montana 59103.

V.

The name and address of the incorporator is THOMAS W. HANEL, of 217 North 27th Street, Billings, Montana 59101.

VI.

All owners of units in The Empire Garage, a condominium located on Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12, Block 109, Original Town, now City of Billings, according to the official plat on file in the office of the Clerk and Recorder of Yellowstone County, Montana, under Document #16312, shall be Members of the Association. The corporation has four classes of Members.

VII.

This corporation does not contemplate pecuniary gain or profit to its Members.

VIII.

In the event of dissolution of the corporation, the assets of the corporation shall be transferred to a new owner's association which replaces this corporation, if any, after payment of all debts of the corporation or assumptions of those debts by the replacement owner's association. If there is no replacement owner's association, the assets of the corporation shall be sold after payment of all debts of the corporation. The remaining cash assets shall be distributed among the corporation's voting Members, in proportion to each Member's undivided ownership interest in the common elements of the Empire Garage.

IX.

To the fullest extent permitted by Montana law, a Director of the corporation shall not be personally liable to the corporation or the Members of the corporation for monetary damages for breach of the Director's duties to the corporation and its Members.

X.

An amendment to these Articles of Incorporation must be approved by three of the four Directors of the Association and by Members holding at least 75% of the votes.

XI.

An amendment to the Bylaws of the Association must be approved by three of the four Directors of the Association and by Members holding at least 75% of the votes.

XII.

The affairs of the Association shall be managed under the direction of the Board of Directors subject to the requirement that all actions of the Board of Directors shall require approval of the Director designated by the Member(s) of the Public Parking Unit. If the Board of Directors is unable to approve an issue by a majority vote, including an affirmative vote of the Public Parking Unit Director, the issue shall be referred to and decided by the Members holding a majority of the votes, except as otherwise provided in Section 3(h) of the Bylaws of the corporation. Section 3(h) of the Bylaws is entitled Voting by Directors on Increased Expenditures.

IN WITNESS WHEREOF for the purpose of forming this corporation,  
under the laws of the State of Montana, the undersigned has executed these  
Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 2013.

\_\_\_\_\_  
BRENT BROOKS, Registered Agent

\_\_\_\_\_  
TOM HANEL, Incorporator