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ARTICLES OF INCORPORATION

OF

CRESTED BUTTE MEADOWS COMPANY

STATE OF COLORADO
DEPT. OF STATE

KNOW ALL MEN BY THESE PRESENTS, That we, DOUGLAS K. AYRAUD, ROSS K. LOCKER, and ANDREW J. KASIC, JR., the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of the corporation under the provisions of the Colorado Non-Profit Corporation Act, adopt the following articles of incorporation:

ARTICLE I

Name

The name of this corporation is CRESTED BUTTE MEADOWS COMPANY

ARTICLE II

Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purposes and Powers

Section 1. Purposes. The corporation is organized for the purpose of performing all of the duties and obligations, exercising all of the rights and powers reserved unto the grantors, Douglas K. Ayraud and Ross K. Locker, under the provisions of the Declaration of Covenants, Conditions and Restrictions for CRESTED BUTTE MEADOWS; to provide an architectural control committee for the purpose of approval or rejection of plans and specifications for buildings in accordance with said protective covenants; to lease from the State of Colorado or other owners of the mineral interests in the said subdivision, or to purchase and hold for the benefit of all owners in said subdivision, all minerals and mineral rights of the land within said subdivision; and to implement such programs and services for and on behalf of the membership of the corporation as are consistent with the foregoing, including maintenance of roads, furnishing utilities and related services.

Section 2. Powers. The corporation shall have all the powers specified in the Colorado Non-Profit Corporation Act; all powers reserved to the grantors by the Declaration of Covenants, Conditions and Restrictions for CRESTED BUTTE MEADOWS; and all powers necessary and incidental to effectively complete and carry out the purposes set forth in Section 1 hereof.

ARTICLE IV

Membership

The corporation shall have no capital stock. The interest of its members shall be evidenced by membership certificates issued in accordance with the bylaws of the corporation. Such membership certificates shall be issued without charge or cost to the owners and holders of contract

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for purchase of land in CRESTED BUTTE MEADOWS SUBDIVISION, Gunnison County, Colorado. The owners or contract purchasers of each tract within said subdivision shall be entitled to one membership per tract. The membership certificates shall be issued to the owners or contract purchasers of said property as shown by the records in the office of the County Clerk and Recorder of Gunnison County, Colorado.

Membership in the corporation shall cease upon transfer of the interest in the property by contract, deed, or operation of law. The membership herein shall run with the ownership of the land and shall be considered to be appurtenant thereto.

The association shall have two classes of voting membership. Class A membership shall be all owners with the exception of the subdivider and shall be entitled to one vote for each tract owned. When more than one person holds an interest in any tract, all such persons shall be members. The vote for such tract shall be exercised as they among themselves determine, but in no event more than one vote shall be cast with respect to any tract. Class B membership shall be the subdivider and shall be entitled to three votes per tract owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first: (a) When two thirds of the tracts are sold; or (b) On October 1, 1988.

ARTICLE V Regulation of Internal Affairs

Section 1. The general management of the affairs of the corporation shall be exercised by a board of directors.

Section 2. The board of directors shall have the power to make, alter, amend, or repeal the bylaws of the corporation, but any bylaws so made may be altered, amended, or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights at any annual or special meeting.

Section 3. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm in which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such director or directors at the meeting of the board of directors of the corporation which acts upon or in reference to such contract or transaction, if the fact of such interest shall be disclosed or known to the board of directors, and the board of directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not counted in calculating the majority necessary to carry such vote, and shall not be permitted to vote upon such question. This section shall not be construed to invalidate any contract or transaction which would otherwise be valid under the common and statutory laws applicable thereto.

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ARTICLE VI
Registered Agent and Office

The address of the initial registered office of the corporation is 126 North Main Street, Gunnison, Colorado 81230, and the name of the initial registered agent of the corporation at such address is Andrew J. Kasic, Jr.

ARTICLE VII
Directors and Officers

Section 1. Any person to qualify as either a director or officer of the corporation must own at least a fraction of one membership in the corporation, except that this provision shall not apply to the initial directors and the officers elected by the initial directors. The initial officers shall consist of a president, vice president, and secretary-treasurer.

Section 2. The initial board of directors shall consist of three members, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

Douglas K. Ayraud	P. O. Box 311 Crested Butte, CO 81224
Ross K. Locker	P. O. Box 311 Crested Butte, CO 81224
Andrew J. Kasic, Jr.	126 North Main Street Gunnison, CO 81230

Section 3. At the organizational meeting of the corporation a board of directors composed of five members shall be elected. Two members shall be elected for three year terms, two members shall be elected for two year terms, and one member shall be elected for a one year term. At the annual meetings in all subsequent years replacement directors shall be elected for three year terms.

ARTICLE VIII
Incorporators

The names and addresses of the incorporators of the corporation are:

Douglas K. Ayraud	P. O. Box 311 Crested Butte, CO 81224
Ross K. Locker	P. O. Box 311 Crested Butte, CO 81224
Andrew J. Kasic, Jr.	126 North Main Street Gunnison, CO 81230

EXECUTED IN DUPLICATE this 14th day of August, 1977, by the undersigned incorporators.

Douglas K. Ayraud
Douglas K. Ayraud
Ross K. Locker
Ross K. Locker
Andrew J. Kasic, Jr.
Andrew J. Kasic, Jr.

STATE OF COLORADO)
) ss.
COUNTY OF GUNNISON)

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I, the undersigned, a Notary Public in and for the County of Gunnison and State of Colorado do hereby certify that DOUGLAS P. AYRARD, ROSS K. LOCKER, and ANDREW J. KASIC, JR., who are personally known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, appeared before me this day in person and upon oath so swore to the truth of the facts stated therein, and acknowledged that they signed and delivered said instrument in writing as their free and voluntary act.

Given under my hand and official seal this 11th day of August, 1977.

My commission expires: 1-3-79

James J. [Signature]
Notary Public

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