

NONPROFIT

ARTICLES OF INCORPORATION

OF FILED COPY

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961068160 M \$50.00
SECRETARY OF STATE
05-20-96 12:58

RED MOUNTAIN RANCH OF GUNNISON COUNTY ASSOCIATION, INC.
961068160 M \$50.00
SECRETARY OF STATE
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KNOW ALL MEN BY THESE PRESENTS, that the undersigned in order to establish a non-profit corporation pursuant to the Colorado Non-Profit Corporation Act hereby certifies:

ARTICLE I.

Name

The name of the corporation shall be:
Red Mountain Ranch of Gunnison County Association, Inc.

ARTICLE II.

Duration

The corporation shall have perpetual existence.

ARTICLE III.

Purposes

The corporation is established not for profit and its objects and purposes are:

- A. To constitute the Association to which reference is made in the Declaration of Protective Covenants for Red Mountain Ranch, Gunnison County, Colorado.
- B. To exercise all powers and to administer, manage, and govern the Red Mountain Ranch subdivision pursuant to law and/or the Declaration of Protective Covenants of Red Mountain Ranch, including any action necessary or appropriate for the benefit of lot owners or the subdivision.
- C. To own, administer and maintain all property, whether real or personal or any interest therein, for the use and benefit of all lot owners within Red Mountain Ranch.
- D. To take any action and do anything necessary or appropriate under the Development Improvements Agreement and

other agreements between the developer of Red Mountain Ranch and Gunnison County, Colorado relating to Red Mountain Ranch.

ARTICLE IV.

Powers

The corporation shall have and may exercise all powers conferred upon non-profit corporations organized and existing under the laws of the State of Colorado.

ARTICLE V.

Members

The membership of the corporation shall be constituted as follows:

A. The owner of a lot or unit in Red Mountain Ranch governed by the Declaration of Protective Covenants for Red Mountain Ranch, upon becoming such owner, shall be entitled and required to be a member of the corporation and shall remain a member of the corporation for the period of ownership of such lot or unit.

B. The terms and conditions of membership shall be as set forth in the Articles and Bylaws of this corporation and the Declaration of Protective Covenants for Red Mountain Ranch.

C. There shall be one class of members.

D. The corporation may issue a certificate evidencing membership therein.

E. The owner of each lot shall be entitled to exercise one vote in the corporation.

ARTICLE VI.

Board of Directors

A. The affairs of the corporation shall be managed by a board of directors.

B. The initial board of directors shall consist of three members, whose term of office and the manner of election shall be as set forth in the bylaws of the corporation. The size of the board of directors may be increased to up to nine members by resolution of the board of directors.

C. The initial members of the board of directors and their names and addresses are as follows:

Name	Address
Billy Joe Lacy	24474 Highway 135, P.O. Box 836 Crested Butte, Colorado 81224
Neal Daniel Dow	P.O. Box 163833 Austin, TX 78716
Daniel J. Dow	P.O. Box 163833 Austin, TX 78716

ARTICLE VII.

Registered Office and Registered Agent

A. The address of the initial registered office of the corporation is:

24474 Highway 135
Crested Butte, Colorado 81224-0836

B. The name of its initial registered agent at such address is:

Billy Joe Lacy

ARTICLE VIII.

Bylaws

The initial bylaws of the corporation shall be adopted by the board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors.

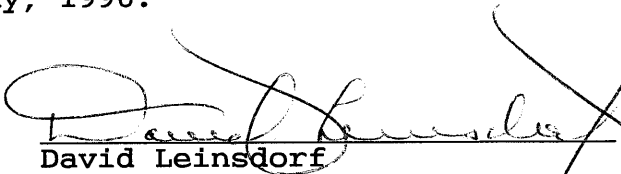
ARTICLE IX.

Incorporator

The name and address of the incorporator is as follows:

Name	Address
David Leinsdorf	215 Elk Avenue, P.O. Box 187 Crested Butte, Colorado 81224

Executed this 13th day of May, 1996.



David Leinsdorf

STATE OF COLORADO)
) ss.
COUNTY OF GUNNISON)

The foregoing Articles of Incorporation was acknowledged before me this 13th day of November, 1996, by David Leinsdorf.

Witness my hand and official seal.

My commission expires: 06-02-1999



Notary Public