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610

NOV 77

ARTICLES OF INCORPORATION

OF

STATE OF COLORADO
DEPT. OF STATE

CRESTED BUTTE MEADOWS COMPANY

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

Purpose 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

021

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.