

ARTICLES OF INCORPORATION

OF

TANARISK HOMEOWNER'S ASSOCIATION

In compliance with the requirements of Colorado Revised Statutes, 1963 and amendments thereto under Chapter 11, Article 74, the undersigned, Ira E. Tanner, Jr., a resident of the State of Colorado, of full age, has and hereby acknowledges his intent to form a corporate entity under and by virtue of said law.

ARTICLE I

The name of the corporation is Tanarisk Homeowner's Association hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at Box 752, Breckenridge, Colorado 80424.

ARTICLE III

Ira E. Tanner, Jr., whose registered office and address is 1950 Western Federal Savings Building, Denver, Colorado 80202, is hereby appointed the initial registered agent of this Association. (Denver County)

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Condominium Building, recreation area and common area within that certain real property described as: Lots 105 and 106 as shown on the plat filed September 28, 1971 with the Clerk and Recorder of Summit County, Colorado, as reception No. 117,683, and entitled Four Seasons of Breckenridge Village Piling No. 1, as amended by document filed June 30, 1971, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation, as provided in Article VIII herein, and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Condominium Declaration, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Clerk and Recorder, Summit County, Colorado, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money and with the assent of two-thirds of the members, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Colorado by law may now or hereafter have or exercise.

ARTICLE V
MEMBERSHIP

Every person or entity who is a record owner of a condominium interest, each is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any condominium interest which is subject to assessment by the Association. Ownership of such condominium interest shall be the sole qualification for membership.

ARTICLE VI
VOTING RIGHTS

Members shall be entitled to one vote for each condominium interest owned. When more than one person has an interest in a condominium interest, all such persons shall be members. The vote for each condominium interest shall be exercised as the owners of the interest may among themselves determine, but in no event shall more than one vote be cast with respect to each condominium interest.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than five (5) directors. The initial Board of Directors shall consist of three directors. The initial Board of three directors are:

- Bradley C. Streater Box 752, Breckenridge, Colorado 80424
- Isabel Streater Wright 2670 E. 36th St., Tulsa, Oklahoma 74101
- John D. Hadley 91 Park St., Bolivar, New York 14715

ARTICLE VIII
ANNEXATION OF ADDITIONAL PROPERTIES

The Association may, at any time, annex additional condominium properties and common areas in accordance with the terms of the Declaration, and the owners of condominium interests in such areas shall become members of the Association.

ARTICLE IX
AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent of two-thirds (2/3) of the entire membership.

ARTICLE X

AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of the entire membership, agreeing to such dedication, sale or transfer.

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire membership. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE XII

PERPETUATION

The corporation shall exist perpetually.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, the undersigned, being the incorporator of this Association, have executed these Articles of Incorporation this 24th day of November, 1971.

Ira E. Tanner, Jr.
Ira E. Tanner, Jr.

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) ss.

Richard Downing, Jr., Notary Public in and for said County and State, do hereby certify that on the 24th day of November, 1971, personally appeared before me Ira E. Tanner, Jr., who, being by me first duly sworn, declared that he is the person who signed the foregoing Articles of Incorporation as incorporator and that the statements therein contained are true.

Witness my hand and official seal.
My commission expires February 26, 1972.

Richard Downing, Jr.
Notary Public

235962

ARTICLES OF INCORPORATION

Yucalist Business's Association

DOMESTIC
NOT FOR PROFIT

Filed in the office of the Secretary of
State, of the State of Colorado, on the

_____ day of _____ A. D. 1972

BYRON A. ANDERSON
Secretary of State

Filing Clerk _____ Summons Fees \$10.
Old Age Pension Fund _____

RECORDED
ROLLS PAGE 1841

This document has been inspected
and properly Entered on the Re-
cords of The Flat Tax Department

Date November 20, 1972 O K's
_____ Clerk

11 70 8 7170233000100

SEC 17 NO: 23
SUBMIT ONE
Filing fee \$5.00

NOT FOR FILING

500003 813

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH.

- Notes: 1. Exact corporate name of corporation making the statement.
- 2. Signature and title of officer signing for the corporation, must be President or Vice President.
- 3. Signature of Notary Public must be exactly as shown on Notarial Seal, and must agree with notarial commission.
- 4. This document must be typewritten.

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of COLORADO, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

First: The name of the corporation is TANARISK HOMEOWNER'S ASSOCIATION

Second: The address of its REGISTERED OFFICE is 679 RESORT RENTALS, P.O. BOX 1229, BRICKENRIDGE, CO. 80424

Third: The name of its REGISTERED AGENT is RICHARD L. HANSEN

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is 301 S. MAIN STREET, BRICKENRIDGE, COLO. 80424

*Sixth: REGARDING FOREIGN CORPORATIONS: THIS STATEMENT MAY BE EXECUTED BY THE REGISTERED AGENT WHEN IT INVOLVES ONLY A REGISTERED ADDRESS CHANGE. A COPY OF THIS STATEMENT HAS BEEN FORWARDED TO THE CORPORATION BY THE REGISTERED AGENT.

TANARISK HOMEOWNER'S ASSOCIATION (Note 1)

By James L. Nays (Note 2)
In XX Address
In _____ Registered Agent

STATE OF COLORADO
County of Atrapaloo

Before me, TERESA ANN FRAGO, a Notary Public in and for the said County and State, personally appeared JAMES L. NAYS who acknowledged before me that he is the PRESIDENT of TANARISK HOMEOWNER'S ASSOCIATION a COLORADO corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 22th day of December, A. D. 1982.

My commission expires May 12, 1986

Teresa Ann Frago
Notary Public

SS FORM 071
(Rev. 7/78)

COMPUTER UPDATE COMPLETE
AB

City Commissioner Stephen Ray R. 880
1401 East 9th Street
Aurora, Colorado 80014

12 595 12/13/82

REGISTERED OFFICE AND OF REGISTERED AGENT
The State of Colorado
The name of the Corporation's REGISTERED AGENT is
The name of the Corporation's SUCCESSOR REGISTERED AGENT IS

DN 2-576 2

503730 4-35

The Corporation named herein makes the following statement:

The State or Country of incorporation is Colorado

The complete street address of the Corporation's REGISTERED OFFICE shall be changed to
301 S. Main Street, P.O. Box 1238, Breckenridge, CO 80424
The name of the Corporation's SUCCESSOR REGISTERED AGENT IS
Richard L. Hansen, President, Resort Rentals, Inc.

The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, if changed, will be identical.
The complete street address of the Corporation's principal place of business in Colorado is:
301 S. Main Street, P.O. Box 1238, Breckenridge, CO 80424
If this statement is executed by the Registered Agent, a copy of this statement has been forwarded to the corporation.

STATE OF Colorado
COUNTY OF Summit

Pursuant to the provisions of Title 7, C.R.S. 1973, I, James L. Mays,
President of Tamarisk Homeowner's Association, Colorado
(Title) (Corporate Name) (State or Country of Incorporation)

do hereby solemnly swear or affirm, depose and declare that this statement has been examined by me and to the best of my knowledge and belief is true, correct and complete.

Corporate Name: Tamarisk Homeowner's Association
By: James L. Mays
(Authorized Signature)
Title: President
(President or Vice President)

Subscribed and sworn to before me this 13th day of October, 1982

My Commission Expires May 12, 1983
Aurora, Colorado (80014)

Doreen Ann Pearce
Notary Public

Form DP1
Rev. 1977

COMPUTER GENERATED BY
BT Filing Fee \$5.00

COLORADO
REGISTERED OFFICE AND/OR REGISTERED AGENT

PRINT CLEARLY PLEASE READ INSTRUCTIONS ON REVERSE SIDE
The exact Corporate Name, current Registered Office & current Registered Agent are FOR OFFICE USE ONLY

6 1 1 7 1 0 2 1 8

The Corporation named herein makes the following statement:

The State or Country of Incorporation is Colorado

The complete street address of the Corporation's REGISTERED OFFICE shall be changed to:
120 S. Main St. P.O. Box 188

The name of the Corporation's SUCCESSOR REGISTERED AGENT IS:
Michael K. Yearout

The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical.

The complete street address of the Corporation's principal place of business in Colorado is:
120 South Main St. P.O. Box 188
Address means street name and number, city or town, and United States post office zip code. Jurisdiction if by reason of rural location or otherwise. Street names shall not include other appropriate business listing as nearly as possible the actual physical location may be substituted, but in all such exceptional cases the rural location, city, county, and the United States post office zip code designation must be included.

IMPORTANT! PLEASE READ CAREFULLY
If you are a multi-state corporation or a limited liability company, this form must be re-filed. If you are a business (entity) corporation, no re-filing is required.

TAMARISK HOMEOWNER'S ASSOCIATION (Note 1)

STATE OF Colorado

By Donald D. Tredwell (Note 2)

COUNTY OF Summit

is President President

Subscribed and sworn to before me this 18 day of March 1985
My commission expires 3-12-88

COMPUTER UPDATE COMPLETE HK Janelle Fisher
Notary Public

Notes: 1. Exact name of corporation making the statement.
2. Signature and title of officer signing (for the corporation, must be president or vice president).

Form CR-1
Rev. 1983

SUBMIT THIS STATEMENT WITH PAYMENT TO:
CORPORATE REPORT SECTION
DEPARTMENT OF STATE
P.O. BOX 5881
DENVER, CO 80217-5881

Filing Fee \$5.00

582
16
58

MONROE
ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
TAMARISK HOMEOWNER'S ASSOCIATION

Pursuant to the provisions of the Colorado Corporations Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

First: The name of the corporation is Tamarisk Homeowner's Association.

Second: Article VII of the Articles of Incorporation is amended to add new paragraphs which read as follows:

No member of the Board of Directors shall be liable to the Association or any member of the Association or creditor for monetary damages for breach of fiduciary duty as a director except that this provision shall not eliminate or limit the liability of a director to the corporation or to its members for monetary damages for: Any breach of the director's duty of loyalty to the corporation or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; the making of an illegal loan to an officer or director of the Association; or any transaction from which the director derived an improper personal benefit.

The corporation shall indemnify, to the extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expense arising against or incurred by such person as a result of actions reasonably taken by him at the direction of the corporation. The corporation shall further have the authority to the full extent permitted by law to indemnify its directors, officers, agents, fiduciaries and employees against any claim, liability or expense arising against or incurred by them in all other circumstances and to maintain insurance providing such indemnification.

COMPUTER UPDATE COMPLETE
JAT

cc'd

Third: The Amendment was adopted at a special meeting of members held on June 4, 1988 at which a quorum was present; such Amendment received at least seventy-five percent of the votes of the entire membership.

TAMARISK HOMEOWNERS ASSOCIATION

By: Donald H. Caldwell
President

By: Abraham W. Johnson
Secretary

Kansas
STATE OF COLORADO
COUNTY OF SUMMIT

Before me, Donald H. Caldwell, a notary public personally appeared Abraham W. Johnson, who acknowledged before me that he/she is the President of Tamarisk Homeowners Association, a Colorado corporation and that he/she signed the foregoing Articles of Amendment as his/her free and voluntary act and deed for the uses and purposes therein set forth, and that the facts contained therein are true.

In witness whereof I hereunto set my hand and seal this 29th day of June, 1988.
My commission expires: June 18, 1991
Witness my hand and seal.

Donald H. Caldwell
Notary Public

STATE OF ~~OKLAHOMA~~)
COUNTY OF ~~DELEWARE~~)
 CARFIELD)

Before me, *Richard M. Collins*, a Notary public
personally appeared *Richard M. Collins* who acknowledged
before me that he/she is the Secretary of Tamarisk Homeowners
Association, a Colorado corporation and that he/she signed the
foregoing Articles of Amendment as his/her free and voluntary act
and deed for the uses and purposes therein set forth, and that
the facts contained therein are true.

In witness whereof I hereunto set my hand and seal this
5th day of *July*, 1988.

My commission expires: *January*
Witness my hand and seal.

Richard M. Collins
Notary Public

STATE OF COLORADO

DEPARTMENT OF
STATE



NOTARY
PUBLIC

Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that the within copy of
of Bylaws of Incorporation duly signed and acknowledged and filed in the presence of
the Public Notary in Corporation. It has been entered on the office and is filed
to incorporate.

Accordingly the within copy of the within copy of the within copy of the within copy of
copies the Certificate of Incorporation of

-----Tamarisk Homeowner's Association-----
(A COLORADO HOMEOWNERS ASSOCIATION)

and attests hereto a duplicate original of the Article of Incorporation.

Dated this Twenty-sixth day of November, A.D. 1971

Byron A. Anderson
Secretary of State
Dorothy J. Lawrence
Notary Public