

ARTICLES OF INCORPORATION

OF

COLUMBINE CONDOMINIUM ASSOCIATION

For the purpose of forming a non-profit corporation pursuant to the laws of the State of Colorado, the undersigned hereby signs and acknowledges the following Articles of Incorporation:

I NAME

The name of the corporation shall be:

COLUMBINE CONDOMINIUM ASSOCIATION

II DURATION

The period of duration of the corporation shall be perpetual.

III PURPOSES

The purposes for which the corporation is organized are as follows:

A. To be and constitute the Association to which reference is made in the Condominium Declaration for Columbine Condominiums (herein called the "Condominium Declaration") to be executed by The Gothic Corporation, a Colorado corporation, and to be recorded in the office of the County Clerk and Recorder of Gunnison County, Colorado, relating to a condominium ownership project (herein called the "Project"), to be created pursuant to the Colorado Condominium Ownership Act, in Gunnison County, Colorado, near Crested Butte, Colorado.

B. To perform the obligations and duties, and exercise the rights and powers of the Association under the aforesaid Condominium Declaration.

C. To provide an entity for the furtherance of the interests of all or any group of the owners of condominium units in the Project.

D. To establish and maintain the Project as a prime mountain condominium ownership project of the highest quality and value, and to enhance and protect its value, desirability and attractiveness.

E. To make and collect assessments against members of the corporation for the purpose of defraying the costs, expenses and any losses of the corporation.

F. To manage, control, operate, maintain, repair and improve common elements, as defined in the Colorado Condominium Ownership Act and the Condominium Declaration.

G. To enforce covenants, restrictions or conditions affecting any property to the extent this corporation may be authorized under any covenants, restrictions or conditions.

H. To make and enforce rules and regulations with respect to the use of property in the Project.

I. To exercise all of the powers conferred upon non-profit corporations by the common law and the statutes of the State of Colorado in effect from time to time.

J. To engage in activities and endeavors which may now or hereafter be allowed or permitted by law to actively foster, promote and advance the common interests of owners of condominium units within the Project.

K. The purposes specified in each of the paragraphs and subparagraphs of this Article are independent purposes, not to be restricted by reference to or inference from the terms of any other paragraph, subparagraph or provision of this Article except to the extent specifically stated in this Article.

#### IV MEMBERSHIPS

This corporation shall be a membership corporation without certificates or shares of stock. There shall be two (2) classes of memberships in the corporation, such classes to be known as Class A memberships and Class B memberships and the members of each such class to be known as Class A members and Class B members. There shall be one Class A membership in the corporation for each Condominium Unit (as defined in the Condominium Declaration) from time to time existing in the Project (as that term is defined in the Condominium Declaration). Every owner of a Condominium Unit shall be entitled and required to be a member of the corporation and shall be a Class A member. There shall be only one Class B membership, which shall be owned by The Gothic Corporation, a Colorado corporation, its successors and assigns, which corporation is the developer of the Project. If title to a Condominium Unit is held by more than one person, the Class A membership related to that Condominium Unit shall be shared by all such persons in the same proportionate interests and by the same type of tenancy in which the title to the Condominium Unit is held. Each Class A membership shall be appurtenant to the Condominium Unit upon which it is based and shall be transferred automatically by conveyance of that Condominium Unit; provided, however, that the Bylaws of the corporation may contain reasonable provisions and requirements with respect to recording such transfer on the books and records of the corporation. No person or entity other than an owner of a Condominium Unit may be a Class A member of the corporation, and a Class A membership in the corporation and the share of the member in the assets of the corporation may not be transferred, assigned or encumbered.

either voluntarily or by operation of law, except in connection with the transfer of title to the Condominium Unit to which the membership pertains; provided, however, that the rights of Class A membership may be assigned by an owner of a Condominium Unit to a mortgagee as further security for a loan secured by a lien on a Condominium Unit. The Class B membership in the corporation may not be transferred or assigned either voluntarily or by operation of law, except in connection with a transfer by The Gothic Corporation to another person or entity of substantially all of its assets or a majority of its outstanding stock or substantially all of its interest in the real property upon which the Project is situated or other property in the immediate vicinity of the Project.

The rights of all Class A members of the corporation shall be identical except with respect to voting. The number of votes to which each Class A membership is entitled shall be the numerator of the fraction representing the undivided interest of the owner(s) of the Condominium Unit (to which such Class A membership is appurtenant) in the Common Elements in the Project, all of which are prescribed and defined in the Condominium Declaration. The rights of the Class A members and the Class B member shall be different with respect to voting for the election of the members of the Board of Directors of the corporation.

At any meeting of the members of the corporation, each Class A membership shall be entitled to cast the number of votes determined in accordance with the provisions of the immediately preceding paragraph, and the Class B membership shall be entitled to cast one vote, except that with regard to the election of directors of the corporation, the Class A members shall be entitled to elect two (2) directors and the Class B members shall be entitled to elect three (3) directors (as provided in Article V of the Articles of Incorporation). Any member may attend and vote at such meeting in person, or by an attorney-in-fact duly appointed by an instrument in writing signed by the member and filed with the Board of Directors or the Secretary of the corporation. Any designation of an attorney-in-fact to act for a member may be revoked at any time by written notice to the Board of Directors or Secretary of the corporation, and, in the case of Class A members, shall be deemed revoked when the Board of Directors or the Secretary of the corporation shall receive actual notice of the death or judicially declared incompetence of such Class A member or of the conveyance by such Class A member of his Condominium Unit. Where there is more than one record owner of a Condominium Unit, any or all of the owners of the Condominium Unit may attend any meeting of the members, but it shall be necessary for those present to act unanimously in order to cast the votes to which they are entitled. Any designation of an attorney-in-fact to act for such persons must be signed by all such persons.

In the event that a notice of default is recorded with the corporation by any mortgagee who holds a mortgage which is a lien on a Condominium Unit against the owner of the Condominium Unit covered by the mortgage, then and in that event and until the default is cured, the right of the owner of the Condominium Unit to vote as a Class A member at any meeting of the members of the corporation held prior to curing such default shall be transferred to the mortgagee recording such notice of default.

The corporation may suspend the voting rights of a Class A member for failure to comply with rules or regulations of the corporation or with any other obligations of the owners of a Condominium Unit under the Condominium Declaration.

Members shall have no pre-emptive right to purchase other Condominium Units or the memberships appurtenant thereto.

The Bylaws may contain provisions, not inconsistent with the foregoing, setting forth the rights, privileges, duties and responsibilities of the members.

#### V BOARD OF DIRECTORS

The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors.

The Board of Directors shall consist of five (5) members, two (2) of whom shall be elected by the Class A members and three (3) of whom shall be elected by the Class B member. A change in the number of directors of the corporation shall be made only by amendment to the Bylaws of the corporation. All candidates for the Board of Directors to be elected by Class A members must be owners of Condominium Units on the date of their election. Candidates for the Board of Directors to be elected by the Class B member need not be owners of Condominium Units. The Class B member shall have the option at any time to turn over to the Class A members the responsibility of electing all of the members of the Board of Directors.

At the first annual meeting of members of the corporation the Class A members shall elect two (2) members of the Board of Directors and the Class B member shall elect three (3) members of the Board of Directors for the forthcoming year. At such first annual meeting of the members of the corporation, every Class A membership entitled to vote thereat for the election of members of the Board of Directors may cumulate the votes to which such membership is entitled and give one candidate a number of votes equal to the number of members of the Board of Directors to be elected by the Class A members, multiplied by the number of votes to which such Class A membership is otherwise entitled, or distribute the votes to which such Class A membership is entitled on the same principle among as many candidates as the member(s) owning such Class A membership desire. The two (2) candidates receiving the highest number of votes and voted upon by the Class A members shall be deemed to be the members of the Board of Directors elected by the Class A members. The three (3) candidates voted upon by the Class B member shall be deemed to be the members of the Board of Directors elected by the Class B member. The directors elected by the Class A members are sometimes hereinafter referred to as the "Class A Directors" and the directors elected by the Class B member are sometimes hereinafter referred to as the "Class B Directors".

Members of the Board of Directors shall serve for a term of two (2) years; provided that the member of the first Board of Directors elected by the Class A members receiving the fewest number of votes and one of the three (3) members of the first

Board of Directors elected by the Class B member (as designated by the Class B member) shall serve for a one (1) year term. At the second and each succeeding annual meeting of the members of the corporation, the Class A members shall elect one (1) Class A Director to fill the vacancy on the Board of Directors created by the expiration of the term of office of the Class A Director whose term of office expires on the date of such meeting and the Class member shall elect either one (1) or two (2) Class B Directors, appropriate, to fill the vacancy or vacancies created by the expiration of the term(s) of the Class B Director(s) whose term(s) of office expires on the date of such meeting. Each member of the Board of Directors shall hold office for the term for which he is elected and until his successor has been elected and qualified or until their death, resignation, retirement or removal; provided that if any Class A Director ceases to be an owner of a Condominium Unit, his membership on the Board of Directors shall thereupon automatically terminate.

The Board of Directors, by resolution adopted by a majority of the directors in office, may create an Executive Committee of the Board of Directors. The number of members constituting the Executive Committee and the persons who shall be members thereof shall be determined by the Board of Directors consistent with applicable law, and the Bylaws of the corporation. Unless limited by resolution of the Board of Directors, the Executive Committee shall have and exercise all the authority of the Board of Directors.

The initial Board of Directors shall consist of the following five (5) directors:

<u>Name</u>	<u>Address</u>
Trammell Crow	201 Stemmons Tower South Dallas, Texas 75207
James H. Coker	4227 Herschel Dallas, Texas 75219
C. Eugene Coker	4227 Herschel Dallas, Texas 75219
R. O. Walton, Jr.	528 Maroon Avenue Crested Butte, Colorado 81224
Howard H. Callaway	Pine Mountain, Georgia 31822

Such directors shall serve until the first election of directors by the members and until their respective successors are duly elected and qualified or until their earlier death, resignation, retirement or removal.

#### VI INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be Crested Butte Ski Area, P.O. Box 522, Crested Butte, Gunnison County, Colorado and the initial registered agent of the corporation at such address shall be R. O. Walton, Jr.

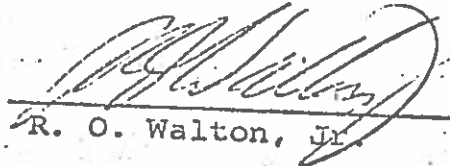
VII INCORPORATOR

The incorporator of this corporation is R. O. Walton, Jr., 528 Maroon Avenue, Crested Butte, Co. 81224.

VIII AMENDMENTS

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner set forth in the Bylaws; provided, however, that no amendment to the Articles of Incorporation shall be contrary to or inconsistent with any provision of the Condominium Declaration.

Signed in duplicate originals this 31st day of December, 1970.

  
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R. O. Walton, Jr.

STATE OF COLORADO : X  
                                  X ss.  
COUNTY OF GUNNISON X

The foregoing instrument was acknowledged before me this 31st day of December, 1970, by R. O. Walton, Jr.

My Commission Expires March 17, 1974

Witness my hand and official seal.

  
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Notary Public