OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Mike Coffman, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

HOMESTEAD PROPERTY OWNERS' ASSOCIATION

is a
Nonprofit Corporation

formed or registered on 04/17/1998 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 19981072632 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 05/21/2008 that have been posted, and by documents delivered to this office electronically through 05/28/2008 @ 14:32:21 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 05/28/2008 @ 14:32:21 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 7096297 .

Secretary of State of the State of Colorado

**********End of Certificate**********

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, http://www.sos.state.co.us/biz/CertificateSearchCriteria.do entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, http://www.sos.state.co.us/ click Business Center and select "Frequently Asked Questions."

NONPROFIT

ARTICLES OF INCORPORATION

OF

HOMESTEAD PROPERTY OWNERS' ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, acting as incorporator, hereby establishes a corporation pursuant to the Colorado Nonprofit Corporation Act and adopts the following Articles of Incorporation:

ARTICLE I
Name of Corporation

19981072632 M
$ 50.00
SECRETARY OF STATE
04-17-1998 14:44:02

The name of this corporation is:

HOMESTEAD PROPERTY OWNERS' ASSOCIATION

ARTICLE II
Period of Duration

The corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE III
Purposes

The corporation is established not for profit and the objects and purposes for which the corporation is organized and the nature of the business to be conducted by it shall be:

1. To constitute the Association to which reference is made in the Amended Declaration of Protective Covenants of The Homestead recorded March 16, 1998 at Reception No. 482362 of the records of Gunnison County, Colorado.

2. To be the Association for the Common Interest Community as provided in the Amended Declaration of Protective Covenants of The Homestead, in accordance with the Colorado Common Interest Ownership Act and the Colorado Nonprofit Corporation Act, as they now exist and as they may hereafter be amended from time to time.

3. To exercise all powers and to administer, manage, and govern all of the Property as set for in the Amended Declaration of Protective Covenants of The Homestead, including all powers granted to the Association under the Declaration of Protective Covenants, these Articles of Incorporation and the Bylaws of the corporation.

4. To own, administer and maintain all property, whether real or personal or interests therein, for the use and benefit of the owners of all lots, tracts, or personal parcels of land within the Property, as set forth in the Amended Declaration of Protective Covenants of The Homestead.

ARTICLE IV
Powers

This nonprofit corporation shall have and may exercise all powers conferred upon a nonprofit corporation under the Colorado Nonprofit Corporation Act and the Colorado Common Interest Ownership Act, as they now exist and as they may hereafter be amended from time to time.

ARTICLE V
Membership

This nonprofit corporation shall have members and the membership shall be constituted as follows:

1. Members. The owner of a Lot or a portion of a Lot within the Property as governed by the Amended Declaration of Protective Covenants of the Homestead, 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 the Lot or a portion of the Lot.

2. Appurtenant Right. Such membership shall be an appurtenant right of the ownership of a Lot or a portion of a Lot, shall run with a Lot or a portion of a Lot, and shall automatically be transferred to any subsequent owner of the Lot or portion of a Lot upon the recording of any deed or conveyance thereof to a subsequent owner.

3. Terms and Conditions. The terms and conditions of membership in the Corporation shall be as set forth in these Articles of Incorporation and the Bylaws of the Corporation.

4. There shall be one class of members.

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

ARTICLE VI
Board of Directors

1. Directors. The business and affairs of the corporation shall be managed by a board of directors, also known as an executive board under the Colorado Common Interest Ownership Act.

2. Qualifications of Directors. All directors shall be members of the Corporation.

3. Number of Directors. The initial Board of Directors shall consist of five persons whose term of office and the manner of their election shall be set forth in the Bylaws of the Corporation.

4. Initial Board of Directors. The initial persons comprising the Board of Directors of the Corporation and their names and addresses are as follows:

Name	Address
Joseph Y. Holman	9109 Delmar Prarie Village, Kansas 67074
Robert G. Park	Post Office Box 604 Almont, Colorado 81210
Charles W. Shiver	411 Pine Road Clear Lake Shores, Texas 77565-2424
Sheryl Ann Somrak	Post Office Box 278 Almont, Colorado 81210
Earl C. Weidemueller	Post Office Box 567 Almont, Colorado 81210

ARTICLE VII
Indemnification

The corporation shall indemnify the officers and directors of the corporation to the full extent permitted by the statutes of the State of Colorado.

ARTICLE VIII
Limitation of Liability

1. Non Liability of Director. The personal liability of a director to the corporation or its members for monetary damages for breach of a fiduciary duty as a director or officer is limited to the full extent provided by the statutes of the State of Colorado.

2. Liability for Willful or Wanton Acts. Directors shall not be liable for actions taken or omissions made in the performance of corporate duties except for wanton and willful acts or omissions.

ARTICLE IX
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 X
Registered Office and Agent

1. Address and Name of Office and Agent. The address of the initial registered office of the corporation is:

172 Rainbow Drive
Post Office Box 278
Almont, Colorado 81210

and the name of its initial registered agent at such address is:

Sheryl Ann Somrak

2. Change of Office or Agent. Either the registered office or the registered agent may be changed at any time in the manner provided by law.

ARTICLE XI
Distribution of Assets on Dissolution

Upon dissolution of the corporation, its assets shall be applied and distributed as follows:

1. First to pay and discharge all liabilities and obligations of the corporation.

2. To return, transfer or convey any assets as required by the provisions of Section 7-26-103, C.R.S. or as the same may be subsequently amended or modified.

3. All remaining assets of the corporation shall be distributed to its members.

ARTICLE XII
Incorporator

The incorporators of the corporation are:

Name	Address
Robert G. Park	Post Office Box 604 Almont, Colorado 81210
Sheryl Ann Somrak	Post Office Box 278 Almont, Colorado 81210
Earl C. Weidemueller	Post Office Box 567 Almont, Colorado 81210

IN WITNESS WHEREOF, the above named incorporators have signed these Articles of Incorporation the 30th day of March, 1998.

Robert G. Park

Sheryl Ann Somrak

Earl C. Weidemueller

Consent of Registered Agent:

I consent to act as the initial registered agent for the corporation.

Dated: 3/30/95

Registered Agent:

Sheryl Ann Somrak

Sheryl Ann Somrak