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NOT FOR PROFIT

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COLO. DEPT. OF STATE

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DEPARTMENT OF STATE
STATE OF COLORADO

OF

ALPINE MEADOWS PROPERTY OWNERS ASSOCIATION

In compliance with the requirements of the Colorado Non-Profit Corporation Act, the undersigned, all of whom are over the age of 21, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

Article 1. Name. The name of the corporation is ALPINE MEADOWS PROPERTY OWNERS ASSOCIATION.

Article 2. Term. The term of existence of said corporation shall be perpetual.

Article 3. Purposes and Powers. The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To promote the health, safety and welfare of the residents within Alpine Meadows Subdivision, Gunnison County, Colorado, and for this purpose to:

(a) own, acquire, build, operate, and maintain recreation parks, playgrounds, swimming pools, golf courses, commons, streets, footways, including buildings, structures, personal properties incident thereto, hereinafter referred to as "the common properties and facilities";

(b) provide exterior maintenance for the lots and homes with The Properties;

(c) provide garbage and trash collection;

(d) provide fire and police protection;

(e) maintain unkempt lands or trees;

(f) supplement municipal services;

(g) fix assessments (or charges) to be levied against The Properties;

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(h) enforce any and all covenants, restrictions and agreements applicable to The Properties;

(i) pay taxes, if any, on the common properties and facilities; and,

(j) insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors will promote the common benefit and enjoyment of the residents of The Properties.

Article 4. Registered Office and Agent. The address of the initial registered office of the corporation is: Box 696, Nicholson Lake Ridge Road, Crested Butte, Colorado 81224 and the name of its initial registered agent at such address is: Freeman A. Fowler

Article 5. Initial Directors. The number of directors constituting the initial Board of Directors shall be three and the names and addresses of such persons who are to serve as the initial Board of Directors are:

Frank Pillsbury
Nicholson Lake
Crested Butte, Colorado 81224

Nicholas J. Lypps
422 Nicholson Lake Ridge Road
Crested Butte, Colorado 81224

Freeman A. Fowler
Nicholson Lake Ridge Road, Box 696
Crested Butte, Colorado 81224

who shall serve as directors until the election of their successors at the first annual meeting.

Article 6. The Incorporator. The name and address of the incorporator is: Carol J. Shanabarger, 215 Elk Avenue, Crested Butte, Colorado,

WITNESS my hand and seal this 9 day of March, 1980.

Carol J. Shanabarger
Incorporator

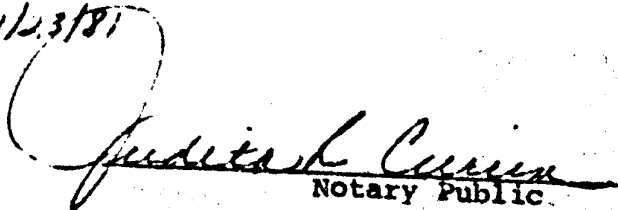
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VERIFICATION

STATE OF COLORADO)
) ss.
COUNTY OF GUNNISON)

I, JUDITH B. CURRIN, a Notary Public, hereby
certify that on the 24TH day of MARCH, 1980,
personally appeared before me CAROL J. SHANABERGER
who being by me first duly sworn, declared that SHE was
the person who signed the foregoing document as incorporator
and that the statements contained therein are true.

My commission expires: 11/23/81


Notary Public

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