

ARTICLES OF INCORPORATION

FOR

STONEHAVEN AT BRECKENRIDGE GOLF COURSE ASSOCIATION INC.  
(A NONPROFIT CORPORATION)

FILED CUSTOMER COPY  
VICTORIA BUCKLEY  
COLORADO SECRETARY OF STATE

I, the undersigned natural person of the age of nineteen years or more, acting as incorporator of a corporation under the Colorado Revised Nonprofit Corporation Act for the corporation, do state as follows:

ARTICLE I

NAME

The name of this corporation ("Association" herein) is STONEHAVEN AT BRECKENRIDGE GOLF COURSE ASSOCIATION INC.

ARTICLE II

PURPOSE

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

- (a) To operate the Common Interest Community known as Stonehaven at Breckenridge Golf Course Association Inc. in accordance with the requirements for an association of Unit Owners charged with the administration of property under the Colorado Common Interest Ownership Act of the Colorado Revised Statutes as amended, including, without limitation, the generality of the foregoing, the performance of the following acts and services on a not-for-profit basis:
  - (i) The acquisition, construction, management, supervision, care, operation, maintenance, renewal and protection of structures, grounds, landscaping (whether on the Common Elements or on a Lot), roadways, paths, trails, drainage areas and other facilities and installations and appurtenances thereto relating to the property of the Common Interest Community; to provide maintenance for the Common Elements within the Common Interest Community, to provide garbage and trash collection (if so provided for in the Association budget, otherwise such garbage or trash collection shall be an Lot Owner's expense); to enforce any and all covenants, restrictions and agreements applicable to the Common Interest Community; and, insofar as permitted by law, to do any other thing that, in the opinion of the Executive Board, will

promote the common benefit and enjoyment of the residents of the Common Interest Community.

- (ii) The preparation of estimates and budgets of the costs and expenses of rendering such services and performing, or contracting or entering into agreements for such performance, as provided for in or contemplated by this subparagraph (ii), and the apportionment of such estimated costs and expenses among and the collection thereof from the Owners obligated to assume or bear the same, and the borrowing of money for the Association's purposes, pledging as security the income due from Owners and from others and property of the corporation.
  - (iii) Enforcing on behalf of said Lot Owners, such rules as may be made or promulgated by the Executive Board with respect to the safe occupancy, reasonable use and enjoyment of the buildings, structures, and grounds and facilities of the Common Interest Community, and to enforce compliance therewith including the levy of fines.
  - (iv) Performing, or causing to be performed, all such other and additional services and acts as are usually performed by managers or managing agents of real estate developments, including without limitation, keeping or causing to be kept, appropriate books and records, preparing and filing necessary reports and returns, and making or causing to be made audits of books and accounts.
- (b) To retain counsel, auditors, accountants, appraisers and other persons or services that may be necessary for or incidental to many of the activities herein described.
  - (c) To do and perform or cause to be performed all such other acts and services that may be necessary, suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law and to acquire, sell, mortgage, lease or encumber any real or personal property for the purposes aforesaid.
  - (d) To promote the health, safety, welfare, and common benefit of the residents of the Common Interest Community.
  - (e) To do any and all acts and things permitted to be done by, and to have and to exercise any and all powers, rights and privileges which are granted to a Common Interest Community Association under the Colorado Common Interest Ownership Act, the Declaration, the Bylaws, and to a nonprofit corporation under the laws of the State of Colorado.

The foregoing statements or purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE III  
DURATION

The duration of the Association shall be perpetual.

ARTICLE IV  
NONPROFIT

The Association shall be a nonprofit corporation, without shares of stock.

ARTICLE V  
QUALIFICATION OF MEMBERS, CLASSES

The authorized number and qualifications of members of the Association, the different classes and membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as set forth in the Bylaws and the Declaration.

ARTICLE VI  
CORPORATE OFFICE

The initial and principal registered office of the corporation shall be

143 East Meadow Drive  
Suite 499A  
Vail, Colorado 81657

ARTICLE VII  
AGENT FOR SERVICE

The initial registered agent of the corporation shall be Colorado Registration Inc., whose mailing address is 880 Homestead Drive Unit G 25, P.O. Box 666, Vail, Colorado 81658.

ARTICLE VIII  
EXECUTIVE BOARD

The initial Executive Board shall consist of three persons, and said number shall be changed to five following the Declarant Control Period as defined in the Bylaws and as set forth in Article II of the Bylaws. The names and addresses of the persons who shall serve as Directors until their successors shall be elected and qualified are as follows:

Ray A. Nielsen  
P.O. Box 60  
Avon, Colorado 81620

Eric Applegate  
P.O. Box 666  
Vail, Colorado 81658

John Kuersten  
304 28<sup>th</sup> Court  
Rifle, Colorado 81650

ARTICLE IX  
INCORPORATOR

The name and address of the incorporator is as follows:

Eric Applegate  
P.O. Box 666  
Vail, Colorado 81658

ARTICLE X  
AMENDMENT

Amendment of these Articles shall require the assent of at least seventy-five percent of the Executive Board. The articles can be amended without the consent of the First Lienors as long as such amendment is consistent with the Declaration.

ARTICLE XI  
MEMBERSHIP CLASSES, RIGHTS AND QUALIFICATIONS

The class, rights and qualifications and the manner of election or appointment of members are as follows: Any person who holds title to a Lot in the Common Interest Community shall be a member of the corporation. There shall be one membership for each lot owned within the Common Interest Community. Such membership shall be automatically transferred upon the conveyance of such Lot. The vote to which each membership is entitled is the vote assigned to its Lot in the Declaration of the Common

Interest Community. If a Lot is owned by more than one person, such persons shall agree among themselves how a vote for such Lot's membership is to be cast. A vote by a co-owner for the entire Lot's membership interest shall be deemed to be pursuant to a valid proxy, unless another co-owner of the same Lot objects at the time the vote is cast in which case such membership's vote shall not be counted.

The members shall be of one class: Lot Owners who shall own such Units as defined in the Declaration. These Lot Owners shall elect all members of the Executive Board, following the period of Declarant Control as defined in the Bylaws.

The Executive Board shall elect the officers. The Executive Board members and officers shall take office upon election.


Notwithstanding any provision of the Declaration or Bylaws to the contrary, following notice under the Colorado Common Interest Ownership Act, the Lot Owners, by a two-thirds vote of all persons present and entitled to vote at any meeting of the Lot Owners at which a quorum is present, may remove any member of the Executive Board with or without cause, other than a member appointed by the Declarant.

Holders of Security Interests in the Lots may have or be granted certain rights of approval or disapproval of certain actions of the Association or its members.

#### ARTICLE XII DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of any county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 28<sup>th</sup> day of April, 1999.

  
Eric Applegate

STATE OF COLORADO )  
 ) ss.  
COUNTY OF EAGLE )

I, Sue Davis, a notary public, hereby certify that Eric Applegate personally appeared before me, who being by me first duly sworn, declare that he is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

In witness whereof, I have hereunto set my hand and seal this 28<sup>th</sup> day of April, A.D. 1999.

My commission expires on: 8/21/99

Sue Davis  
Notary Public

CONSENT OF REGISTERED AGENT

The undersigned consents to her appointment as the Registered Agent of Stonehaven at Breckenridge Golf Course Association, Inc.

Colorado Registration Inc.

By: Eric Applegate  
Eric Applegate, President

STATE OF COLORADO )  
 ) ss.  
COUNTY OF EAGLE )

I, Sue Davis, a notary public, hereby certify that Eric Applegate as President of Colorado Registration Inc. personally appeared before me, who being by me first duly sworn, declare that he is the person who signed the foregoing document as registered agent, and that the statements contained therein are true.

In witness whereof, I have hereunto set my hand and seal this 28<sup>th</sup> day of April, A.D. 1999.

My commission expires on: 8/21/99

Sue Davis  
Notary Public