

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a non-profit corporation under the Colorado Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation, to-wit:

FIRST: The name of the corporation is STAGECOACH TOWNHOUSE ASSOCIATION.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are:

(a) To provide management, repair and maintenance service for townhouse units located in Project I & II at Stagecoach, Routt County, Colorado and other townhouse units, including, without limitation, to contract for or provide snow removal services, trash removal services, improvement, repair and maintenance services for the common portions of multiple dwelling structures, the utilities serving such dwelling structures, and parking lots and to govern and administer the common facilities relating to townhouse units at Stagecoach in accordance with the terms and conditions of the Occupancy, Use and Maintenance Agreements relating to Blocks 1 through 15 inclusive of a Second Replat of Project I and II at Stagecoach, Routt County, Colorado which Agreements have heretofore been recorded in the records of Routt County and are incorporated herein by this reference.

(b) To do each and every thing necessary, suitable, desirable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objectives herein enumerated and in connection therewith to have and exercise all of the powers conferred by the State of Colorado upon

a non-profit corporation, it being hereby expressly provided that the foregoing enumeration of specific powers and purposes shall not be held to limit or restrict in any manner such general powers.

FOURTH: The Corporation shall have one class of membership to be known as a regular membership which shall have the following rights, duties, obligations and privileges:

- (1) Membership attached to Townhouse Unit. Each townhouse unit now constructed in the second replat of Project I & II at Stagecoach, being Lots A through E inclusive in each of Buildings 1 through 15 inclusive (a total of 90 townhouse units) shall be entitled to a regular membership in the corporation.
- (2) Irrevocable Election to become Member. The owner of any townhouse unit may, at any time, elect to accept membership in the corporation for such townhouse unit by filing an irrevocable written election of membership with the secretary of this company. Such townhouse unit shall thereafter constitute a regular member of this company regardless of a subsequent change in ownership of such townhouse unit.
- (3) Vote. Each member shall be entitled to a single vote at members meetings. In the event a townhouse unit is owned by more than one person, any record owner of such townhouse unit designated by the other owner or owners, may vote such membership.
- (4) Assessment. Each membership shall be subject to monthly assessment for common costs pursuant to the terms and provisions of the Occupancy, Use and Maintenance Agreements recorded in Routt County, Colorado for the building in which such townhouse unit is located which assessment shall be levied and collected and if necessary the lien thereof enforced pursuant to the terms and conditions of such Agreements.

(5) Empac/2000 agents of employees and the Board of Directors may from time to time determine to be necessary.

- (6) Rules and Regulations. If needed to supplement the Occupancy Use and Maintenance Agreements, the Board of Directors shall establish, revise, modify and enforce By-laws, rules and regulations to govern the maintenance and use of common facilities and areas.

Except as herein provided, the manner of election or appointment of officers and the qualifications and rights of members shall be set forth in the By-laws.

FIFTH: In all elections for directors cumulative voting by members shall be allowed.

SIXTH: The address of the initial registered office of the corporation is 1002 Walnut Street, Suite 300, Boulder, Colorado 80302, and the name of the initial registered agent at such address is John Wittemyer.

SEVENTH: The address of the place of business of the corporation is 23168 Schussmark Trail, Oak Creek, Colorado 80467.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is three, and the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and shall qualify, are:

John Wittemyer  
Sunshine Canyon  
Boulder, Colorado 80306

W. C. Foxley  
9 Cherry Hills Drive  
Englewood, Colorado 80110

Kenneth R. Gillis  
1198 Fairfax  
Denver, Colorado 80220

The number of directors constituting the Board of Directors of the corporation shall be as may be fixed from time to time by the By-laws of the corporation, provided that the initial Board of Directors shall consist of three directors, as herein set forth.

NINTH: The name and address of each incorporator is:

John Wittemyer  
Sunshine Canyon  
Boulder, Colorado 80302

Sharon D. Springer  
P.O. Box 121  
Allenspark, Colorado 80510

Susan Rossiter  
1529 8th Street  
Boulder, Colorado 80302

Dated this 4th day of June, 1979.

John Wittemyer  
John Wittemyer

Sharon D. Springer  
Sharon D. Springer

Susan L. Rossiter  
Susan Rossiter

STATE OF COLORADO )  
COUNTY OF BOULDER ) ss.

I, Fern O. Spangler, Notary Public, hereby certify that on the 4th day of June, 1979, personally appeared before me John Wittemyer, Sharon D. Springer and Susan Rossiter, who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 4th day of June, 1979.

Fern O. Spangler  
Notary Public

My commission expires:

2-11-82

# STATE OF COLORADO



DEPARTMENT OF  
STATE

CERTIFICATE

I, MARY ESTILL BUCHANAN, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues a CERTIFICATE OF INCORPORATION TO STAGECROCH TOWNHOUSE ASSOCIATION, A NONPROFIT CORPORATION.



Mary Estill Buchanan  
SECRETARY OF STATE

DATED: JUNE 7, 1979