

ARTICLES OF INCORPORATION
OF
CROSS CREEK RESORT RENTALS, INC.

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SECRETARY OF STATE
STATE OF COLORADO

The undersigned entity hereby establishes a corporation pursuant to the Colorado Business Corporation Act as amended and adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is: CROSS CREEK RESORT RENTALS, INC.

ARTICLE II
PURPOSE

The corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Colorado. In addition, the corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes. The corporation may conduct part or all of its business in any part of Colorado, the United States or the world and may hold, purchase, mortgage, lease and convey real and personal property in any of such places.

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ARTICLE III
STOCK AND RIGHTS OF SHAREHOLDERS

3.1 The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock. The shares of this class of common stock shall have unlimited voting rights and shall constitute the sole voting group of the corporation, except to the extent any additional voting group or groups may hereafter be established in accordance with the Colorado Business Corporation Act. The shares of this class shall also be entitled to receive the net assets of the corporation upon dissolution.

3.2 Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote. Cumulative voting shall not be permitted in the election of directors or otherwise.

3.3 Unless otherwise ordered by a court of competent jurisdiction, at all meetings of shareholders, a majority of the shares of a voting group entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum of that voting group.

3.4 Shareholders shall have pre-emptive rights.

ARTICLE IV
DIRECTORS

The number of directors of the corporation shall be fixed by the by-laws. Nine directors shall constitute the initial board of directors. The following persons are elected to serve as the corporation's initial directors until the first annual meeting of shareholders or until their successors are duly elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>
Carol Horn	10629 Summit Lenexa, KS 66215
Chris Roe	P.O. Box 4653 Frisco, CO 80443
Ron Rikansrud	1402 N. Taft St., #309 Arlington, VA 22201
Bill Ramsaur	24386 Currant Drive Golden, CO 80401
Jim Fowler	1608 33 rd Ave. Court Rock Island, IL 61201
Rob Luhrs	924 Thorncreek Court Thornton, CO 80241
John Collins	2408 Fairway Drive Richardson, TX 75080
Dave Falk	P.O. Box 189 St. Ansgar, IA 50472
John Gullo	5504 Weatherby Lane Plano, TX 75093

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3025 South Parker Road, Suite 200, Aurora, Colorado 80014 and the name of the initial registered agent of the corporation at such address is: Beck and Cassinis, P.C.

ARTICLE VI
PRINCIPAL OFFICE

The address of the initial principal office of the corporation is: 223 East Creekside Drive, Frisco, Colorado 80443.

ARTICLE VII
LIABILITY OF OFFICERS AND DIRECTORS

The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and same are in furtherance of and not in limitation or exclusion of the powers conferred by law.

7.1 Conflicting Interest Transactions. As used in this paragraph, "conflicting interest transaction" means any of the following: (a) a loan or other assistance by the corporation to a director of the corporation or to an entity in which a director of the corporation is a director or officer, or has a financial interest; (b) a guaranty by the corporation of an obligation of a director of the corporation or of an obligation of an entity in which a director of the corporation is a director or officer, or has a financial interest; or (c) a contract or transaction between the corporation and a director of the corporation or between the corporation and an entity in which a director of the corporation is a director or officer, or has a financial interest. No conflicting interest transaction shall be void or voidable, be enjoined, be set aside or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the corporation, solely because the conflicting interest transaction involves a director of the corporation or an entity in which a director of the corporation is a director or officer, or has a financial interest, or solely because the director is present at or participates in the meeting of the corporation's board of directors or of the committee of the board of directors which authorizes, approves or ratifies a conflicting interest transaction or solely because the director's vote is counted for such purpose if: (i) the material facts as to the director's relationship or interest as to the conflicting interest transaction are disclosed or are known to the board of directors or the committee and the board of directors or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (ii) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the shareholders entitled to vote thereon and the conflicting interest transaction is specifically authorized, approved or

ratified in good faith by a vote of the shareholders; or (iii) a conflicting interest transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes, approves or ratifies the conflicting interest transaction.

7.2 Loans and Guaranties for the Benefit of Directors. Neither the board of directors nor any committee thereof shall authorize a loan by the corporation to a director of the corporation or to any entity in which a director of the corporation is a director or officer, or has a financial interest, or a guaranty by the corporation of an obligation of a director of the corporation or of an obligation of an entity in which a director of the corporation is a director or officer, or has a financial interest, until at least ten (10) days after written notice of the proposed authorization of the loan or guaranty has been given to the shareholders who would be entitled to vote thereon if the issue of the loan or guaranty were submitted to a vote of the shareholders. The requirements of this paragraph 7.2 are in addition to, and not in substitution for, the provisions of paragraph 7.1 of Article VII.

7.3 Indemnification. The corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expense arising against or incurred by such person made party to a proceeding because he is or was a director, officer, agent, fiduciary or employee of the corporation or because he is or was serving another entity as a director, officer, partner, trustee, employee fiduciary or agent at the corporation's request. The corporation shall further have the authority, to the maximum extent permitted by law, to purchase and maintain insurance providing such indemnification.

7.4 Limitation on Director's Liability. No director of this corporation shall have any personal liability for monetary damages to the corporation or its shareholders for breach of his fiduciary duty as a director, except that this provision shall not eliminate or limit the personal liability of a director to the corporation or its shareholders for monetary damages for: (a) any breach of the director's duty or loyalty to the corporation or its shareholders; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) voting for or assenting to a distribution in violation of Colorado Revised Statutes § 7-106-401 or the Articles of Incorporation if it is established that the director did not perform his duties in compliance with Colorado Revised Statutes § 7-108-401, provided that the personal liability of a director in this circumstance shall be limited to the amount of the

distribution which exceeds what could have been distributed without violation of Colorado Revised Statutes § 7-106-401 or the Articles of Incorporation; or (d) any transaction from which the director directly or indirectly derives an improper personal benefit. Nothing contained herein will be construed to deprive any director of his right to all defenses ordinarily available to a director nor will anything herein be construed to deprive any director of any right he may have for contribution from any other director or person.

7.5 Negation of Equitable Interests in Shares or Rights.

Unless a person is recognized as a shareholder through the procedures established by the corporation pursuant to Colorado Revised Statutes § 7-107-204 or any similar law, the corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes permitted by the Colorado Business Corporation Act, including, without limitation, all rights deriving from such shares, and the corporation shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares on the part of any other person, including, without limitation, a purchaser, assignee or transferee of such shares, unless and until such other person becomes the registered holder of such shares or is recognized as such, whether or not the corporation shall have either actual or constructive notice of the claimed interest of such other person. By way of example and not limitation, until such other person has become the registered holder of such shares or is recognized pursuant to Colorado Revised Statutes § 7-107-204 or any similar applicable law, he shall not be entitled: (a) to receive notice of the meetings of the shareholders; (b) to vote at such meetings; (c) to examine a list of the shareholders; (d) to be paid dividends or other distributions payable to shareholders; or (e) to own, enjoy and exercise any other rights deriving from such shares against the corporation. Nothing contained herein will be construed to deprive any beneficial shareholder, as defined by Colorado Revised Statutes § 7-113-101(1), of any right he may have pursuant to Article 113 of the Colorado Business Corporation Act or any subsequent law.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is:

Name

Address

Beck and Cassinis, P.C.

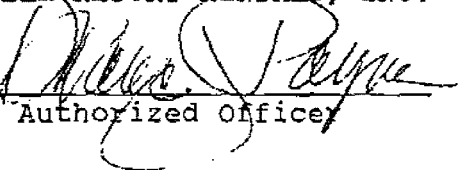
Suite 200
3025 South Parker Road
Aurora, Colorado 80014

DATED this 5th day of October, 2000.

BECK AND CASSINIS, P.C.

By: 
Its Authorized Officer

Beck and Cassinis, P.C. hereby consents to the appointment as the initial registered agent for CROSS CREEK RESORT RENTALS, INC.

By: 
Its Authorized Officer