

NON FOR PROFIT

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For the purpose of forming a nonprofit corporation pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned has made, signed and acknowledged the following articles:

ARTICLE I

Name

The name of the corporation shall be: LAGOON TOWN HOMES CONDOMINIUM ASSOCIATION, INC.

ARTICLE II

Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III

Purposes

The business, objectives and purposes for which the corporation is formed are as follows:

A. To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions of Lagoon Town Homes Condominium (herein sometimes called the "Declaration") recorded or which will be recorded in the office of the Clerk and Recorder of the County of Summit, State of Colorado, relating to a condominium ownership project (herein sometimes called the "Condominium Project") in the County of Summit, State of Colorado and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified therein.

B. To provide an entity for the furtherance of the interest of the Owners of Units, as defined in the Declaration, in the Condominium Project.

ARTICLE IV

Powers

In furtherance of its purposes, but not otherwise, the corporation shall have the following powers:

A. All of the powers conferred upon nonprofit corporations by the common law and the statutes of the State of Colorado in effect from time to time.

B. All of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Association under the above-referenced Declaration (terms which are defined in the Declaration, shall have the same meanings herein, unless otherwise defined), including, without limitation, the following powers:

1. To make and collect assessments against members for the purpose of defraying the costs, expenses and any losses

of the corporation or of exercising its powers or of performing its functions.

2. To manage, control, operate, maintain, repair and improve the Common Elements.

3. To enforce covenants, restrictions and conditions affecting any property to the extent this corporation may be authorized under any such covenants, restrictions or conditions and to make and enforce rules and regulations for use of property in the Condominium Project.

4. To engage in activities which will actively foster, promote and advance the common ownership interests of Owners of Units.

5. To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal with and in, real, personal and mixed property of all kinds, and any right or interest therein, for any purpose of this corporation.

6. To borrow money and secure the repayment of monies borrowed for any purpose of this corporation, limited in amount or in other respects as may be provided in the Bylaws of this corporation or in the Declaration.

7. To enter into, make, perform or enforce contracts of every kind and description, including, without limitation, a contract for management services, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of this corporation, with or in association with any person, firm, association, corporation or other entity or agency, public or private.

8. To act as agent, trustee or other representative of other corporations, firms and individuals and as such to advance the business or ownership interests of such corporations, firms or individuals.

9. To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of this corporation provided, however, that such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration.

10. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article IV are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article IV.

C. Notwithstanding the above, and except as stated herein-after, unless at least seventy-five percent (75%) of the first mortgagees of Units (based upon one vote for each first mortgage owned and) and Owners of at least 75% of the Units have given their prior written approval, the Association shall not be empowered or entitled to:

- (a) by act or omission, seek to abandon or terminate the Condominium Project;
- (b) partition or subdivide any Unit;

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(c) by act or omission seek to abandon, partition, subdivide, encumber, sell or transfer any of the declared Limited Common Elements;

(d) use hazard insurance proceeds for less than the improvements for other than repair, replacement or reconstruction of such improvements.

ARTICLE V

Memberships

This corporation shall be a membership corporation without certificate or shares of stock. There shall be one class of membership, and there shall be one membership in the corporation for each Owner of a Unit.

All members shall be entitled to vote on all matters, with one vote per Unit, except any members who are in default of any obligations to this corporation. Cumulative voting is prohibited. If title to any Unit shall be held by two or more co-tenants, then the membership and vote appurtenant to such Unit shall not be severable, and the vote shall be voted as made by the designated member. No person or entity other than an Owner of a Unit may be a regular member of the corporation.

A membership in the corporation and the share of a member in the assets of the corporation shall not be assigned, encumbered or transferred in any manner, except as an appurtenance to transfer of title to the Unit to which the membership pertains, provided, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust, or other security instrument on a Unit as further security for a loan secured by a lien on such Unit.

A transfer of membership shall occur automatically upon the transfer of title to the Unit to which the membership pertains, provided, however, that the Bylaws of the corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the corporation.

The corporation may suspend the voting rights of a member for failure to comply with rules and regulations or the Bylaws of the corporation or with any other obligation of the Owner of a Unit under the Declaration, or agreement created pursuant thereto.

The Bylaws may contain provisions, not inconsistent with the foregoing, setting forth the rights, privileges, duties and responsibilities of the members.

ARTICLE VI

Board of Directors

The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors.

The Board of Directors shall consist of two members, provided that the number of directors may be increased or decreased by amendment to the Bylaws of the corporation. In all events, however, the terms of at least one-third of the members of the Board shall expire annually.

Until Declarant of the Declaration has sold 80% of the Units, the members of the Board of Directors of the Association shall be appointed by the Declarant, its successors or assigns, unless such right is relinquished earlier.

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Hereafter, members of the Board of Directors shall be elected in the manner determined by the Bylaws. All persons comprising the Board of Directors shall be owners of United, except if appointed by declarant, in which case they shall be agents or employees of the declarant.

Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

The initial Board of Directors shall consist of two persons. The names and addresses of the members of the initial Board of Directors who shall serve until the first election of Directors by the members and until their successors are duly elected and qualified, are as follows:

Name	Address
L. J. Lewis	719 Ten Mile Drive P. O. Box 645 Frisco, Colorado 80443
Charles Scheer	8119 Colorado Highway, 93 Golden, Colorado 80401

Any vacancies in the Board of Directors occurring before the first election of Directors by members shall be filled by the remaining Directors.

ARTICLE VII

Officers

The Board of Directors may appoint a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board, in accordance with the provisions of the Bylaws, believes will be in the best interests of the corporation. The officers shall have such duties as may be prescribed in the Bylaws of the corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE VIII

Conveyances and Encumbrances

Corporate property may be conveyed or encumbered by authority of the corporation and the Board of Directors. Conveyances or encumbrances shall be by instrument executed by the President or Vice President and by the Secretary or Treasurer or an Assistant Secretary or Assistant Treasurer or executed by such other person or persons to whom such authority may be delegated by the Board.

ARTICLE IX

Initial Registered Office and Agent

The initial registered office of the corporation shall be 719 Ten Mile Drive, P. O. Box 645, Frisco, Colorado 80443. The initial registered agent at such office shall be L. J. Lewis.

ARTICLE X

Incorporation

The incorporator of this corporation and his address is as follows:

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Name: Leslie J. Roos, Esq.
Address: 1100 Writers' Center IV
1720 South Bellvue Street
Denver, Colorado 80222

ARTICLE XI

Dissolution

In the event of the dissolution of this corporation, either voluntarily by the members hereof, by operation of law, or otherwise, then the assets of this corporation shall be deemed to be owned by the members at the date of dissolution in proportion to each member's ownership of the General Common Elements of the Project.

ARTICLE XII

Amendments - Inconsistencies

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner as set forth in the Colorado Nonprofit Corporation Act; provided, however, that no amendment to the Articles of Incorporation shall be contrary to or inconsistent with any provision of the Declaration. In the event of such inconsistencies, the Declaration shall control.

Executed this 26th day of April, 1982.

Leslie J. Roos

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) ss.

I, Karen Shields, a notary public, hereby certify that on the 26th day of April, 1982, personally appeared before me Leslie J. Roos, who, being by me first duly sworn declared that he was the person who signed the foregoing document as incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of April, 1982.
My Commission expires: 7-19-85

Karen Shields
Notary Public
300 W. Bellvue
Denver, CO 80222

STATE OF COLORADO
BIENNIAL REPORT OF
A CORPORATION OR LIMITED LIABILITY COMPANY

READ INSTRUCTIONS ON REVERSE SIDE BEFORE COMPLETING
SUBMIT SIGNED FORM WITH FILING FEE

THIS FORM MUST BE TYPED

APPLICATION FOR REINSTATEMENT MUST BE FILED

\$115.00
DATE DUE 12-31-99
REPORT YEAR 1999

MAILING DATE _____

INFORMATION BELOW IS ON FILE IN THIS OFFICE - DO NOT CHANGE PRE-PRINTED INFORMATION

CORPORATE NAME REGISTERED AGENT, REGISTERED OFFICE, CITY, STATE & ZIP 19871475851 DMC SUSPENDED DATE 11/01/1998 STATE/COUNTRY OF INC CO SNYDER ANTHONY LAGOON TOWN HOMES CONDOMINIUM ASSOCIATION, INC. 204 WILDERNEST ROAD SILVERTHORNE CO 80498	FOR OFFICE USE ONLY 19991155801 C \$ 110.00 <i>AB</i> SECRETARY OF STATE 08-19-1999 10:01:11 FIRST REPORT OR CORRECTIONS IN THIS COLUMN
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Return completed reports to:
Department of State
Corporate Report Section
1560 Broadway, Suite 200
Denver, CO 80202

TYPE NEW AGENT NAME
SIGNATURE OF NEW REGISTERED AGENT
MUST HAVE A STREET ADDRESS 204 Wilderndest Road - P.O. Box 1069
CITY Silverthorne STATE CO CO ZIP 80498

OFFICERS NAME AND ADDRESS	TITLE
HAMILTON JIM PO BOX 2605 FRISCO CO 80443 <i>Delete</i>	PHILMON, JESSE P.O. BOX 1550 FRISCO, CO 80443 <i>PR</i>
AROBSON DON PO BOX 2240 FRISCO CO 80443 <i>Delete</i>	SCHAFFER, JOHN 693 URBAN COURT #507 GOLDEN, CO 80401 <i>SE</i>
SNYDER ANTHONY 204 WILDERNEST RD SILVERTHORNE CO 80498 <i>Delete</i>	IKE, RICHARD P.O. BOX 1329 FRISCO, CO 80443 <i>TR</i>

DIRECTORS OR LIMITED LIABILITY COMPANY MANAGERS	(If you have less than 3 shareholders, you may not less than 3 directors)
HAMILTON JIM PO BOX 2605 FRISCO CO 80443 <i>Delete</i>	PHILMON, JESSE P.O. BOX 1550 FRISCO, CO 80443
SNYDER ANTHONY 204 WILDERNEST RD SILVERTHORNE CO 80498 <i>Delete</i>	SCHAFFER, JOHN 693 URBAN COURT #507 GOLDEN, CO 80401
BIRENBOIM FLORA PO BOX 1355 FRISCO CO 80443 <i>Delete</i>	IKE, RICHARD P.O. BOX 1329 FRISCO, CO 80443

Address of Principal Place of Business
Street 204 WILDERNEST ROAD - P.O. BOX 1069
City SILVERTHORNE State CO Zip 80498

SIGNATURE

Under penalties of perjury and as an authorized officer, I declare that this biennial report and, if applicable, the statement of change of registered office and/or agent, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

BY *Jim Philmon* Authorized Agent
TITLE PRESIDENT DATE 08/11 19 99

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