

NOT FOR PROFIT

540761-1-82

ARTICLES OF INCORPORATION OF
FROSTFIRE CONDOMINIUM ASSOCIATION
(a non-profit corporation)

The undersigned person, acting as incorporator under the Colorado Nonprofit Corporation Act, signs and acknowledges the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is Frostfire Condominium Association.

ARTICLE II

DURATION

The term of existence of this corporation is perpetual.

ARTICLE III

PURPOSES

The purpose or purposes for which this corporation is organized are as follows:

3.1. To be and constitute the Association to which reference is made in the Declaration of Condominium of Frostfire Condominium and any amendments thereto (hereinafter referred to as "Declaration"), recorded or to be recorded in the records of the Clerk and Recorder of the County of Summit, State of Colorado, pursuant to C.R.S. (1973) 38-33-105, relating to a condominium ownership project, and to perform all obligations and duties of the Association recited in said Declaration.

3.2. To provide an entity for the furtherance of the interests of all of the condominium owners, including the Declarant, named in the Declaration with the objectives of establishing and maintaining a condominium ownership project of quality and value and enhancing and protecting its economic value and desirability.

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ARTICLE IV

POWERS

In furtherance of its purposes, the corporation shall have all of the powers conferred upon corporations not for profit by the statutes of the State of Colorado in effect from time to time, including all of the powers necessary or incidental thereto to perform the duties and exercise the rights and powers of the association under the declaration which will include, but shall not be limited to, the following:

4.1 To act as manager of condominium units and to perform such duties as it may undertake from time to time in connection therewith.

4.2 To act for and on behalf of owners of condominium units in the collection of common expenses, management fees, and recreational fees.

4.3 To act on behalf of owners of condominium units in the care, maintenance and repair thereof; to procure insurance coverages and perform such other duties and obligations which may be undertaken by it from time to time in connection with such properties.

4.4 To arrange programs for the benefit of condominium owners by way of entertainment, recreation and other events for the mutual benefit and enjoyment of condominium owners.

ARTICLE V

REGISTERED OFFICE AND AGENT

The address of the original registered office of the corporation is 19568 E. Long Lane, City of Aurora, Arapahoe County, Colorado 80016; the name of its original registered agent at such address is Kenneth R. Farrar.

ARTICLE VI

MEMBERSHIP

Members of the corporation shall consist of any person or entity acquiring an interest in a condominium unit, other than as a mortgagee or beneficiary under deeds of trust or as a lien claimant. The Declarant named in the Declaration shall automatically become a member of the corporation. Upon the sale or transfer of a condominium unit by an owner, his membership in the corporation with respect to that condominium unit shall terminate and shall be automatically transferred to the new owners.

ARTICLE VII

VOTING

At the earlier of (i) forty five (45) days following the closing of the sale of ninety five percent (95%) of all Condominium Units constructed or to be constructed on the property, (including any such Units to be constructed on property annexed to the Initial Project), in accordance with Article XV of the Declaration, or (ii) July 1, 1986, a meeting of the Owners of the corporation to succeed the original Board of Directors appointed by Declarant. Each Owner shall be entitled to one vote in the election of members to the Board of Directors and Declarant shall have the number of votes represented by the unsold condominium units. Only one vote shall be permitted by each condominium unit, even though the condominium unit may be owned by more than one owner. Where a condominium unit is owned by more than one owner, such owners shall, by a written instrument, designate one of such owners to be the voting member, or in the case of a Time Share Unit, the vote shall be exercised by the Time Share Agent. In the absence of such designation, the Board of Directors may designate one of the owners as the voting member. When the same person owns more than one condominium unit, the owner shall be entitled to one vote on Association matters for each condominium unit he owns. When a mortgagee has obtained record title to more than one condominium unit, it shall have one vote for each such condominium unit.

ARTICLE VIII

DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is three, and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Kenneth R. Parrar	19568 E. Long Lane Aurora, Colorado 80016
James L. Shackelford	9159 E. Evans Place Denver, Colorado 80231
Richard Hansen	P.O. Box 136 301 S. Main Breckenridge, CO 80424

ARTICLE IX

NONPROFIT PURPOSES

The corporation is formed exclusively under the Colorado Nonprofit Corporation Act, and not for pecuniary profit or financial gain. No part of the assets or income of the corporation shall be distributable to or inure to the benefit of the members, directors or officers except to the extent permitted by the Colorado Nonprofit Corporation Act.

ARTICLE X

BY-LAWS

The Board of Directors shall have the power to adopt By-Laws to govern the affairs of the corporation and to alter, amend or repeal the By-Laws or adopt new By-Laws from time to time.

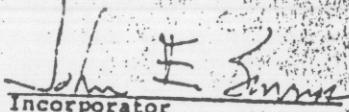
ARTICLE XI

INCORPORATOR

The name and address of the Incorporator is as follows:

John E. Burrus
5350 South DTC Parkway
Building 52
Englewood, Colorado 80111
Telephone: (303) 741-2100

Dated this 8th day of December, 1983.


Incorporator

STATE OF COLORADO)
) ss.
COUNTY OF ARAPAHOE)

I hereby certify that on the 8th day of December, 1983 I personally appeared before me John E. Burrus who, being by me first duly sworn, declared that he is 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 8th day of December, 1983.

My Commission expires: May 1, 1985.

(SEAL)

Carol J. Giffen
Notary Public
Address: 5350 S. DTC Pkwy.
Englewood, CO 80111

STATE OF COLORADO
STATEMENT OF CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT

PLEASE TYPE OR PRINT CLEARLY • • • • PLEASE READ INSTRUCTIONS ON REVERSE SIDE

The exact Corporate Name, current Registered Office & current Registered Agent are:

1st Floor
1615 14th Street
Denver, CO 80202

FOR OFFICE USE ONLY

637036 160

The Corporation named herein makes the following statement:

The State or Country of incorporation is: Colorado

The complete street address of the Corporation's REGISTERED OFFICE shall be changed to:
2005 East 20th Avenue, Denver, Colorado 80205

The name of the Corporation's SUCCESSOR REGISTERED AGENT is:
Registered Agents, Inc.

The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be printed.

The complete street address of the Corporation's principal place of business in Colorado is:
Condominium Unit No. 17, Frostfire Condominiums, 1653 Keystone Road, Keystone, CO 80435

"Address" means street name and number, city or town, and United States Post Office zip code designation. If by reason of rural location or otherwise, a street name shall not exist, other appropriate address, being as nearly as possible the actual physical location may be substituted, but in all such exceptional cases the rural free delivery route, the county, and the United States post office zip code designation shall be included.

IMPORTANT! PLEASE READ CAREFULLY!
If you are a non-profit corporation or a
limited partnership, this form must be no-
ticed. If you are a business (profit) corpora-
tion, no notice/notice is required.

STATE OF Colorado
COUNTY OF Larimer

FROSTFIRE CONDOMINIUM ASSOCIATION
Colorado non-profit corporation

(Note 1)

By David Krebs (Note 2)
DAVID KREBS
President

Subscribed and sworn to before me this 14 day of September
My commission expires 12/31/01

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Notary Public

John R. Hefner

Notary Public

510-1111

01-11-1986

SUBMIT ONE
Filing fee \$300

This document must be typewritten.

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MAIL TO

Colorado Secretary of State
Corporation Office
1560 Broadway, Suite 200
Denver, CO 80202
(303) 866-2361

for office use only

Case No. 86-08130
8816-375 - \$10.00

REJECTED

STATEMENT OF CHANGE
OF REGISTERED OFFICE
OR REGISTERED AGENT
OR BOTH

Pursuant to the provisions of the Colorado Corporation Code, the Colorado Nonprofit Corporation Act and the Colorado Uniform Limited Partnership Act of 1981, the undersigned corporation or Limited Partnership organized under the laws of Colorado, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado.

First: The name of the corporation or Limited Partnership is Frostfire Condominium Association #1
Second: The address of its REGISTERED OFFICE is 3900 E. Mexico Avenue, Denver, CO 80210
Third: The name of its REGISTERED AGENT is Hamilton Duncan

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical

Fifth: The address of its place of business in Colorado is Dillon, CO 80435 1948 Dillon Center Mall

IMPORTANT PLEASE READ CAREFULLY: If you are a sole proprietorship or limited partnership, this form must be signed by its owner(s). If you are a business (profit corporation), a signature is required.

FROSTFIRE CONDOMINIUM ASSOCIATION (Note 1)

By Hamilton Duncan (Note 2)

Its X president
Its _____ authorized agent
Its _____ registered agent (Note 3)
Its _____ general partner

STATE OF Colorado

COUNTY OF Denver

Subscribed and sworn to before me this _____ day of January, 1986
My commission expires _____

Hamilton Duncan
Signature
Address
80210

COMP. CH'D. T.R.

- Note 1: Exact name of corporation or limited partnership making the statement.
Note 2: Signature and title of officer signing for the corporation must be president or vice president. For a foreign corporation without such officers, the authorized agent, for a limited partnership, must be a general partner.
Note 3: Regarding profit corporations: This statement may be executed by the registered agent when it involves only a registered address change. A copy of this statement must be forwarded to the corporation by the registered agent.
Signature of Notary Public must be exactly as shown on notarial seal, and must agree with notarial commission.

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Form 2-B6 - STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH
Bradford Publishing, 3829 W. 36th Ave., Lakewood, CO 80219 - (303) 233-4000

