

ARTICLES OF INCORPORATION
OF
THE PEAKS AT ASPEN GLEN
HOMEOWNERS ASSOCIATION, INC.

The undersigned natural person of eighteen (18) years of age or more acting as incorporator of a corporation for the purpose of forming a corporation pursuant to the provisions of the Colorado Nonprofit Corporation Act (hereinafter referred to as the "Act") adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the Association is The Peaks at Aspen Glen Homeowners Association, Inc. (hereinafter referred to as "Association").

ARTICLE II

Duration

The Association shall have perpetual existence.

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ARTICLE III

Purposes

The purposes for which the Association is organized are as follows:

A. To be and to constitute the Association referred to in the Declaration of Covenants, Conditions, restrictions and Easements of The Peaks at Aspen Glen, a Townhome Project (hereinafter referred to as "Declaration"), this Declaration to be executed by The Aspen Glen Golf Company, owner of the property described therein, and recorded in the office of the County Clerk and Recorder of Garfield County, Colorado, which Declaration will establish a plan of Townhome ownership for certain real property situate within Garfield County, Colorado, described within the Declaration (this property hereinafter referred to as "the Peaks Subdivision"), pursuant to the Colorado Condominium Ownership Act ("Act").

B. To perform the obligations and duties and to exercise the rights and powers of the Association as set forth in the Declaration.

C. To purchase or otherwise acquire and own, hold, manage, develop, maintain, rehabilitate, improve and sell, lease, exchange, encumber or otherwise dispose of and deal in real property, whether improved or unimproved, and any interest therein, of every kind and description, whether in connection with or incident or related to the foregoing purposes.

D. To purchase or otherwise acquire and own, hold, manage, maintain, rehabilitate, improve, develop and sell, lease, exchange, encumber or otherwise dispose of and deal in personal property in connection with or incident or related to the foregoing purposes.

E. To provide an entity for the establishment and maintenance of The Peaks Subdivision as a prime residential townhome development of the highest quality and value and further to do all things necessary and proper to enhance and protect its value, desirability and attractiveness.

ARTICLE IV Powers

In furtherance of its purposes, the Association shall have the following powers:

- A. All those powers conferred on non-profit corporations under the Act.
- B. All those powers necessary to perform obligations and duties and to exercise the rights and powers of the Association as set forth in the Declaration.
- C. To do everything necessary, suitable or proper for the accomplishment of any of its non-profit corporation purposes, including but without limitation thereto, the following:
 1. To make and collect assessments whether annual, special or otherwise against members for the purpose of defraying the costs, expenses and losses, if any, of the Association.
 2. To manage, control, operate, maintain, repair and improve the general common elements of the Association, as defined in the Act and the Declaration.
 3. To enforce covenants, restrictions or conditions affecting any property of the Association to the extent the Association may be authorized under the Declaration or otherwise.
 4. To make and enforce rules and regulations with respect to the use of the property in the Association.
 5. To engage in activities and endeavors which may now or hereafter be allowed or permitted by law to actively foster, promote and advance the common interests of townhome units within the Association

ARTICLE V
Memberships

A. The Association shall be a membership corporation without certificates or shares of stock. There shall be one membership in the Association for each townhome unit as defined in the Declaration. Each townhome unit owner shall have voting rights, as set forth in the Declaration on all matters on which members are entitled to vote.

B. The owner of a townhome unit shall hold and share a membership in the Association in the same proportional interest and by the same type of tenancy as the title to that townhome unit so owned is held.

C. The Association may suspend any owner's voting rights in the Association during any period or periods when the owner fails to comply with any rules or regulations of the Association or with any other obligation of the owner of the townhome unit under the Declaration.

D. A membership in the Association and the shares of a member in the assets of the Association shall not be assigned, encumbered or transferred in any manner except appurtenant to transfer of title to a townhome unit to which the membership pertains, provided, however, that the right of membership may be assigned to the holder of a mortgage, deed of trust, or other security instrument on a townhome unit as further security for a loan secured by a lien on the townhome unit. A transfer of membership shall occur automatically on transfer of title to the townhome unit to which the membership pertains, provided, however, that the Bylaws of the Association may contain reasonable provisions and requirements with respect to recording the transfers on the books and records of the Association.

E. Members shall have no preemptive right to purchase other townhome units or the memberships appurtenant thereto, except as may be provided in the Declaration.

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

ARTICLE VI
Provisions for Regulation of the
Internal Affairs of the Association

1. Meetings of Members. Meetings of the members of the Association may be held at such place, either within or outside the State of Colorado, as may be provided in the code of Bylaws. In the absence of any such provisions, all meetings shall be held at the registered office of the Association.

2. Meetings of Directors. Meetings of the Board of Directors of the Association, regular or special, may be held either within or outside the State of Colorado, as may be provided in the code of Bylaws.

3. Code of Bylaws. The initial code of Bylaws of the Association shall be adopted by its Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain many provisions for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation.

4. Interest of Directors in Contracts. Any contract or other transaction between the Association and any firm of which one (1) or more of its directors are members or employees or in which they are interested or between the Association and any corporation or association of which one (1) or more of its directors are shareholders, members, directors, officers, employees or in which they are interested shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Association, which acts on or in reference to such contract or transaction, and notwithstanding his or their participating in such action, if the facts of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

5. Amendments of Articles of Incorporation. The Association reserves the right from time to time to amend, alter, repeal or add any provision to its Articles of Incorporation in the manner prescribed by the Act.

ARTICLE VII

Distribution of Assets Upon Dissolution

In the event of dissolution of the corporation, any and all assets of the Association shall be distributed equally to the then existing members.

ARTICLE VIII

Registered Office and Initial Registered Agent

1. Registered Office. The office and mailing address of the initial registered office of the Association is: McFlynn Pickett & Whitsitt, P.C., 320 W. Main Street, Aspen, CO 81611.

2. Registered Agent. The name of the initial registered agent of the Association at such address is Timothy E. Whitsitt.

ARTICLE IX
Board of Directors

The business and affairs of the Association shall be managed by a Board of Directors which shall exercise all powers of the Association except as otherwise provided in the Act, these Articles of Incorporation or the code of Bylaws.

1. Initial Board of Directors. The initial board of directors shall consist of three (3) members, who may be but need not be residents of the State of Colorado.

2. Names and Addresses. The names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successor shall have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey Yusem	215 S. Monarch, Suite 104, Aspen, CO 81611
David Burden	9929 Highway 82, Carbondale, CO 81623
James Treadwell	85 Wild Ridge Lane, Snowmass Village, CO 81615

3. Increase or Decrease of Directors. The Association shall have at least three (3) director(s). In the event there is ever a tie vote on any issue which cannot be resolved, the directors shall each have the right to appoint a third party decision-maker and if these two third parties cannot agree, they shall jointly appoint one person whose decision shall be binding.

ARTICLE X
Indemnification

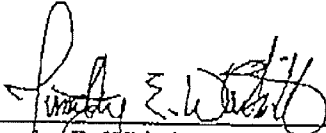
In addition to and in no way limiting the powers of authority now or hereafter conferred on the Association by these Articles of Incorporation, the Bylaws of the Association or by the laws of the State of Colorado, the Association shall possess and may exercise all powers of indemnification of directors, officers, employees, agents and other persons and all powers and authority incidental thereto (including without limitation the power and authority to advance expenses and to purchase and maintain insurance with respect thereto) without regard to whether such powers and authority are provided for by the Act. The Board of Directors of the Association is hereby authorized and empowered on behalf of the Association and without members action to exercise all of the Association's authority and powers of indemnification.

ARTICLE XI
Incorporator

The name and address of the incorporator is: Timothy E. Whitsitt

McFlynn Pickett & Whitsitt, P.C., P.C.
320 West Main Street
Aspen, CO 81611

EXECUTED this 5th day of February, 1998.



Timothy E. Whitsitt
Incorporator

STATE OF COLORADO)
) ss.
COUNTY OF PITKIN)

The foregoing Articles of Incorporation were subscribed and sworn to before me this 5th day of February, 1998, by Timothy E. Whitsitt.

Witness my hand and official seal.

My commission expires: _____

Notary Public

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