

STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF
THIS OFFICE,

EAGLE RIVER COMMERCIAL CONDOMINIUM ASSOCIATION
(COLORADO CORPORATION)

BECAME INCORPORATED UPON FILING ARTICLES OF INCORPORATION
DATED August 26, 1999.

DATED: August 26, 1999

Donetta Davidson

SECRETARY OF STATE

ARTICLES OF INCORPORATION

EAGLE RIVER COMMERCIAL CONDOMINIUM ASSOCIATION

NONPROFIT

In compliance with the requirements of the Colorado Revised Nonprofit Corporation Act, Articles 20 through 29 of Title VII, Colorado Revised Statutes, as amended, the undersigned incorporator hereby acknowledges her intent to form a nonprofit corporation under and by virtue of said statute.

**ARTICLE 1
NAME**

SECRETARY OF STATE
1500 STATE ST. DENVER, CO 80202
303.866.3300

The name of the corporation is Eagle River Commercial Center Condominium Association (the "Association").

**ARTICLE 2
PERIOD OF DURATION**

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SECRETARY OF STATE
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The Association shall exist in perpetuity from and after the date of filing of these Articles of Incorporation with the Secretary of State of the State of Colorado, unless dissolved according to Colorado law.

**ARTICLE 3
PURPOSES OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit of the members thereof. The primary purposes for which the Association is formed are (i) to provide for the operation, administration, use, and maintenance of certain common areas and other property more fully described under the Declaration for Mountain View, recorded in the office of the Clerk and Recorder of Eagle County, Colorado, as amended from time to time (the "Declaration"); (ii) to preserve, protect, and enhance the values and amenities of such property; and (iii) to promote the health, safety, and welfare of members of the Association.

**ARTICLE 4
POWERS**

In furtherance of the purposes stated above, the Association shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

**ARTICLE 5
LIMITATION OF LIABILITY**

No director of the Association shall have any liability to the Association or to its members for monetary damages for breach of fiduciary duty as a director, except to the extent

such exemption from liability is not permitted under the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director in respect of any act or omission occurring prior to such repeal or modification.

ARTICLE 6 INDEMNIFICATION

The Association shall provide indemnification either directly or indirectly through insurance policies or otherwise, to the fullest extent permitted by law, for any individual who serves as a director, officer, employee or agent of the Association, or who serves at the request of the Association as a director, officer, partner, trustee, employee, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan, against liabilities and expenses such individual incurs in connection with holding such position.

Whenever such an individual seeks indemnification by the Association against any liability or expenses incurred in any threatened, pending or completed proceeding in which the individual is a party because he or she holds or has held any such position, the Association shall proceed diligently and in good faith to make a determination, in the manner permitted in the Colorado Nonprofit Corporation Act, whether indemnification is permissible in the circumstances. If indemnification is determined to be permissible, the Association shall indemnify the individual to the fullest extent permissible, provided that any indemnification for expenses shall be limited to the amount found reasonable by an evaluation conducted in a manner permitted by the Colorado Revised Nonprofit Corporation Act.

This article shall not be interpreted to limit in any manner any indemnification the Association may be required to pay pursuant to the Colorado Revised Nonprofit Corporation Act, any court order, or any contract, resolution or other commitment which is legally valid.

ARTICLE 7 REGISTERED OFFICE AND REGISTERED AGENT

The initial principal and registered office of the Association is 20 Eagle Road, P.O. Box 958, Avon, Colorado 81620. The initial registered agent at such office is Robert Warner, Jr.

ARTICLE 8 INITIAL EXECUTIVE BOARD

The number of directors constituting the initial Executive Board shall be three (3). The names and addresses of these persons are listed as follows:

| <u>Name</u> | <u>Address</u> |
|---------------|--------------------------------------|
| Robert Warner | P.O. Box 958 Avon, Colorado 81620 |

Richard Seth

P.O. Box 958
Avon, Colorado 81620

Jill Warner

P.O. Box 958
Avon, Colorado 81620

**ARTICLE 9
MEMBERS**

The Association shall have one class of members as set forth in the Bylaws of the Association.

**ARTICLE 10
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members present at a meeting of the members at which a quorum is present at the time the questions of dissolution are considered. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.


**ARTICLE 11
INCORPORATOR**

The name and address of the incorporator of the Association is as follows:

Wear, Travers & Davis, P.C.
1000 S. Frontage Road W.
Suite 200
Vail, Colorado 81657

Dated this 25 day of August, 1999.

WEAR, TRAVERS & DAVIS, P.C.

By: 
Richard D. Travers, Vice President

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

The foregoing instrument was acknowledged before me this 25th day of August, 1999,
by Richard D. Travers as Vice President of Wear, Travers & Davis, P.C.

WITNESS my hand and official seal.

My commission expires: 1/23/03.

[SEAL]

Kathryn J. McL...
Notary Public

Separate Acceptance

With the execution of this document, the undersigned hereby assents to the undersigned's appointment as initial registered agent of Eagle River Commercial Center Condominium Association, as set forth in the Articles of Incorporation of Eagle River Commercial Center Condominium Association.

Signed this 25th day of August, 1999.



Robert Warner, Jr.