

ARTICLES OF INCORPORATION

OF

STONE CREEK CONDOMINIUM OWNERS ASSOCIATION

ARTICLE I

Name

The name of the corporation shall be Stone Creek Condominium Owners Association.

ARTICLE II

Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III

Purposes

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

1. To be and constitute the Association to which reference is made in The Condominium Declaration for Stone Creek Condominiums (herein called the "Condominium Declaration"), to be recorded in the records of the Clerk and Recorder, Eagle County, Colorado, relating to condominium ownership project, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association
2. To provide an entity for the furtherance of the interests of all or any group of the owners of condominium units in the Condominium project.
3. To make and collect assessments against members of the corporation for the purpose of defraying costs, expenses and any losses of the Corporation.
4. To manage, control, operate, maintain, repair and improve common elements, as defined in the Colorado Condominium Ownership Act and the Condominium Declaration.
5. To enforce covenants, restrictions or conditions affecting any property to the extent this Corporation may be authorized under any covenants, restrictions or conditions.
6. To make and enforce rules and regulations with respect to the use of the property in the project.
7. To exercise all of the powers conferred upon corporations not for profit by the common law and the statutes of the State of Colorado.
8. To establish and maintain the Condominium project as a project of the highest possible quality and value and to enhance and protect its value, desirability, and attractiveness.
9. To engage in activities and endeavors which may now or

ARTICLE IV

Memberships

1. This corporation shall be a membership corporation without certificates or shares of stock. There shall be one class of membership, and there shall be one membership in the corporation for each condominium unit, as defined in the Declaration. The total number of memberships issued shall not exceed the number of condominium units. No person or entity other than an owner of a condominium unit may be a member of this corporation.

2. Voting shall be based upon the percentage of the undivided interests of each unit owner in the general common elements as such percentage interest is set forth in the Condominium Declaration. The owner or owners of a condominium unit shall hold and share the membership related to that condominium unit in the same proportionate interests and by the same type of tenancy in which the title to the condominium unit is held.

3. The corporation may suspend the voting rights of a member for failure to comply with rules or regulations of the corporation or with any other obligations of the owners of a condominium unit under the Condominium Declaration.

4. 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 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 condominium unit. A transfer of membership shall occur automatically upon transfer of title to the condominium 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.

5. Members shall have no pre-emptive right to purchase other condominium units or the memberships appurtenant thereto.

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

ARTICLE V

Board of Directors

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

2. The Board of Directors shall consist of not less than three nor more than five members, the specific number to be set forth from time to time in the Bylaws of the Corporation. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

3. Members of the Board of Directors shall be elected at the annual meeting of the members in the manner provided in the Bylaws. The declarant under the Declaration shall be entitled to elect the members of the Board of Directors until such time as 90% of all the condominium units to be constructed within the condominium project have been sold. It is contemplated that 30 condominium units will be constructed, but

4. Directors may be removed and vacancies of the Board shall be filled in a manner to be provided by the Bylaws.

5. In all elections for Directors cumulative voting shall be required.

6. The Board of Directors, by resolution adopted by a majority of the directors in office, may create an Executive Committee of the Board. The number of members of the Executive Committee and the persons who shall be members thereof shall be determined by the Board of Directors consistent with applicable law. Except to the extent limited by resolution of the Board or applicable law, the Executive Committee shall have and exercise all the authority of the Board of Directors.

7. The initial Board of Directors shall consist of the following directors:

<u>Name</u>	<u>Address</u>
Gregory D. Gage	933 Lionsridge Loop, Vail, CO 81657
Richard A. Larson	Box 475, Avon, CO 81620
Robert L. Jackson	3953 Freshwind Circle, Westlake Vlg., C

91

8. Such directors shall serve until the first election of directors by the members and until their respective successors are duly elected and qualified. Any vacancies in the Board of Directors occurring before the first election of Directors shall be filled by the remaining Directors.

ARTICLE VI

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 believes would be in the best interest 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 VII

Initial Registered Office and Agent

The initial registered office of the corporation shall be the office of Sea Mountain Developers, Inc., 32107 W. Lindero Canyon Road, Suite 119, Westlake Village, California 91361. The initial registered agent at such address shall be Robert L. Jackson.

ARTICLE VIII

Amendments

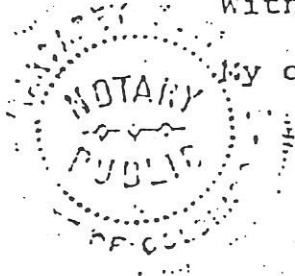
Amendments to these Articles of Incorporation shall be adopted if at all, in the manner set forth in the Bylaws; provided, however, that no amendment to the Articles of Incorporation shall be contrary to or inconsistent with any provision of the above referenced Condominium Declaration.

ARTICLE IX

STATE OF California)
) ss
COUNTY OF Alameda)

The foregoing instrument was acknowledged before me
this 9/1st day of January, 1980, by Robert L. Jackson as
incorporator.

Witness my hand and official seal.



My commission expires: Sept 14-1981

Robert L. Jackson
NOTARY PUBLIC