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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is Club Residences Owners Association.
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 225 Main Street
(Street number and name)
Suite C-101
Edwards CO 81632
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

Mailing address PO Box 5127
(leave blank if same as street address) (Street number and name or Post Office Box information)
Edwards CO 81632
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name Townsend Jeffrey M
 (if an individual) *(Last) (First) (Middle) (Suffix)*

OR

(if an entity) _____
(Caution: Do not provide both an individual and an entity name.)

Street address 225 Main Street
(Street number and name)
Suite C-101
Edwards CO 81632
(City) (State) (ZIP Code)

Mailing address
(leave blank if same as street address)

PO Box 5127
(Street number and name or Post Office Box information)

Edwards CO 81632
(City) (State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
(if an individual) Townsend Jeffrey M
(Last) (First) (Middle) (Suffix)

OR

(if an entity) _____
(Caution: Do not provide both an individual and an entity name.)

Mailing address PO Box 5127
(Street number and name or Post Office Box information)

Edwards CO 81632
(City) (State) (ZIP/Postal Code)

(Province – if applicable) United States
(Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

See attachment

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
(mm/dd/yyyy hour:minute am/pm)

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9. The true name and mailing address of the individual causing the document to be delivered for filing are

Townsend Jeffrey M
(Last) (First) (Middle) (Suffix)
225 Main Street
(Street number and name or Post Office Box information)
Suite C-101
Edwards CO 81632
(City) (State) (ZIP/Postal Code)
United States
(Province - if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

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**ATTACHMENT
TO
ARTICLES OF INCORPORATION FOR A NONPROFIT CORPORATION
CLUB RESIDENCES OWNERS ASSOCIATION**

Pursuant to § 7-122-102, of the Colorado Revised Statutes, the following additional provisions are hereby incorporated into the foregoing Articles of Incorporation for Club Residences Owners Association, a Colorado nonprofit corporation (the "Association"). In the event the foregoing and this attachment conflict, this attachment shall control:

10. 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 or be personally liable for any injury to person or property arising out of a tort committed by and employee, 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.

11. Dissolution: The Association may be dissolved in the manner permitted by the Colorado Revised Nonprofit Corporation Act and with the assent given in writing and signed by members representing not less than sixty-seven percent (67%) of the aggregate number of votes as described in the Declaration for Club Residences recorded or to be recorded in the office of the Clerk and Recorder of Eagle County, Colorado, as amended from time to time (the "Declaration"). Upon dissolution of the Association, the assets, both real and personal, of the Association shall be distributed pursuant to the Declaration and the Colorado Common Interest Ownership Act (CCIOA), as set forth in Article 33.3, Title 38, Colorado Revised Statutes, as such Act exists on the date hereof, except to the extent that the applicability of future amendments to the Act are mandatory.