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ART. 2

ARTICLES OF INCORPORATION

OF

SUNRIDGE AT AVON II CONDOMINIUM ASSOCIATION

The undersigned person, acting as an incorporator under the Colorado Nonprofit Corporation Act, sign and acknowledge the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the corporation is: SUNRIDGE AT AVON II CONDOMINIUM ASSOCIATION (hereinafter called the "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:

- A. To be and constitute the Association to which reference is made in the Declaration of Condominium for Sunridge at Avon II and any amendments thereto (hereinafter referred to as "Declaration"), to be recorded in the records of the Clerk and Recorder of the County of Eagle, State of Colorado, and to perform all obligations and duties of the Association in said Declaration recited.

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- B. To provide for maintenance, preservation and architectural control of the condominium ownership project located in Avon, Colorado.
- C. To provide an entity for the furtherance of the interests of all of the Members, including the Declarant named in the Declaration, with the objectives of establishing and maintaining the above-described condominium ownership project of quality and value, enhancing and protecting its economic value and desirability, and promoting the health, safety and welfare of the residents in said project. The Association does not contemplate pecuniary gain or profit to the Members.

ARTICLE IV

Powers

In furtherance of its purposes, the Association 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:

- A. To act as manager of the entire project known as Sunridge at Avon II Condominiums and to perform such duties as it may undertake from time to time in connection therewith.
- B. To act as manager of the General Common Elements, and from funds collected, to provide for maintenance, construction, management, insurance, care of General Common Elements, and such other expenses as are enumerated in the Declaration.
- C. To collect assessments and fees from Owners pursuant to the Declaration.

- D. To perform such duties and obligations which may be undertaken by it pursuant to the Declaration from time to time in connection with the Condominium Units.
- E. To arrange programs for the benefit of Members by way of entertainment, recreation and other events for the mutual benefit and enjoyment of Members.

ARTICLE V

Registered Office and Agent

The address of the original registered office of the Association is:

14261 East Fourth Avenue, Suite 360
Aurora, Colorado 80011

and the name of its original registered agent at such address is Richard H. Rossmiller.

ARTICLE VI

Memberships

Membership in the Association shall consist of the following:

- A. All Owners shall automatically become Members of the Association. No Owner shall have more than one membership and ownership of a Condominium Unit shall be the sole qualification for membership. Upon the sale or transfer of a Condominium Unit by an Owner, that person's membership shall be automatically transferred to the purchaser or transferee.
- B. Declarant or its successors, designees or assigns shall be Members.

ARTICLE VII

Voting

The Association shall have two classes of voting membership.

CLASS A. All Owners shall be "Class A Members." Class A Members shall be entitled to one vote for each Condominium Unit in which they hold the interests required for membership. When more than one person holds such interest, the vote for such Condominium Unit shall be exercised by one of them designated by written instrument to be the sole voting Member, but in no event shall more than one vote be cast with respect to any such Condominium Unit. In the absence of such designation, the Board may designate such a sole voting Member.

CLASS B. The "Class B Member" shall be the Declarant. The Class B Member shall be entitled to three votes for each Condominium Unit in which it holds the interest required for membership, provided that the Class B membership shall be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- A. When the total votes (based upon all Condominium Units owned) outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- B. December 31, 1984.

ARTICLE VIII

Directors

The number of Directors constituting the initial Board of Directors of this corporation is three (3), and the names and addresses of the persons who are to serve as the initial Directors are:

Edward Trudel
14261 East Fourth Avenue, Suite 300
Aurora, Colorado 80011

Richard H. Rossmiller
14261 East Fourth Avenue, Suite 360
Aurora, Colorado 80011

James J. Collins
14261 East Fourth Avenue, Suite 360
Aurora, Colorado 80011

ARTICLE IX

Nonprofit Purposes

The Association 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 Association 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

Amendments

Amendments to these Articles of Incorporation shall be adopted in the manner set forth in the Bylaws; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration.

ARTICLE XI

Bylaws

The Board of Directors shall have the power initially to adopt Bylaws to govern the affairs of the corporation. Any alteration, amendment or repeal of the Bylaws or adoption of new Bylaws shall be accomplished in the manner set forth in the Bylaws.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day
of October, 1980.

Franklin J. Gardiner
Franklin J. Gardiner

Address of Incorporator:

1660 Lincoln, Suite 1910
Denver, Colorado 80264

STATE OF COLORADO

COUNTY OF DENVER

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) ss.
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I hereby certify that on the 13th day of October,
1980, personally appeared before me Franklin J. Gardiner 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 13th
day of October, 1980.

My Commission expires: April 15, 1981

Jarvis Chadwick
Notary Public