

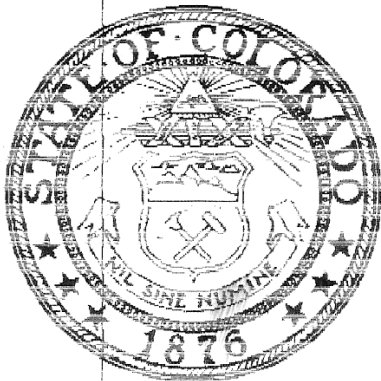


DEPARTMENT OF  
STATE

CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION TO STEAMBOAT LAKE ASSOCIATION, A NONPROFIT CORPORATION.



*Natalie Meyer*

SECRETARY OF STATE

DATED: SEPTEMBER 24, 1984

ARTICLES OF INCORPORATION

OF

STEAMBOAT LAKE ASSOCIATION, INC.

A Nonprofit Corporation

NOT FOR PROFIT.

The undersigned, being a natural person of the age of eighteen (18) years or more, acting as incorporator of a non-profit corporation under the Colorado Non-profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name and style of the corporation shall be:  
STEAMBOAT LAKE ASSOCIATION, INC.

ARTICLE II

Period of Duration

The corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

Purpose

The purposes of this corporation shall be to promote the health, safety, pleasure, recreation, and welfare of the lot and tract owners within Steamboat Lakes Subdivision, Filings 1 through 4, Routt County, Colorado, according to the recorded plat thereof and such additions thereto as may hereafter be provided within the jurisdiction of this corporation by annexation as provided for and in accordance with the provisions of recorded covenants and restrictions applicable to said properties, and such adja-

cent tracts or lots as shall be included for purposes of sharing pro-rata the costs of operating, repairing, replacing, maintaining, and improving the roadways, parks, lakes, recreational areas, and other services and amenities within the Steamboat Lakes Subdivision, Filings 1 through 4, referred to as the "Properties."

#### ARTICLE IV

##### Powers

For the purposes aforesaid, the corporation shall have the following powers:

(1) To operate and function exclusively as a non-profit corporation, with the rights, powers and privileges permitted by the Colorado Non-profit Corporation Act;

(2) To own, acquire, build, operate, maintain, improve, repair and replace open spaces, streets, roadways, commons, footways, and structures and personal properties incidental thereto, hereinafter referred to as the "Common Properties";

(3) To provide garbage and trash collection;

(4) To supplement municipal and/or quasi-municipal services;

(5) To erect buildings and other structures or improvements in the Common Properties and to acquire, install, maintain, improve and otherwise deal with shrubs, plants, vines, flowers, trees and all other things horticultural and arboreal in such Common Properties;

(6) To acquire, hold, own, maintain, improve, lease, grant and obtain easements, sell, mortgage, and otherwise deal with real and personal property in such Common Properties and additions thereto;

(7) To fix, determine, levy and collect assessments or charges against the Properties and to file liens for such assessments and charges against the Properties and to enforce said liens by foreclosure or by any other legal remedies authorized by law without waiving rights to any other legal or equitable remedies;

(8) To enforce any and all covenants, restrictions and agreements applicable to the Properties;

(9) To promulgate and enforce any and all regulations necessary to the governing of the use and enjoyment of the Properties and the Common Properties;

(10) To provide for architectural and environmental control for the usage and development of lots within the properties by means of review and approval or disapproval of all plans for the construction of private roads and driveways and all buildings, fences, walls, structures, or improvements of any type to be erected upon any lot and the proposed location thereof upon any lot, and any changes after approval thereof and any remodeling, reconstruction, alteration or addition to any building, road, driveway or other structure whatsoever upon any lot.

(11) To pay all real estate taxes, if any, on the Common Properties;

(12) To engage in any activities and business in such Common Properties which can be appropriately and legally carried on therein for the recreational, educational and civic advantage and for the general benefit of the owners of residential dwellings in the Properties;

(13) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation.

The foregoing enumeration of powers is made in furtherance, and not in limitation, of the powers conferred on this corporation by law, and is not intended, by the mention of any particular power, to limit or restrict any lawful power to which this corporation may be otherwise entitled.

#### ARTICLE V

##### No Pecuniary Gain to Members

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net earnings of the corporation shall inure to the benefit of any member, directors, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its corporate purposes.

No member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation or otherwise.

#### ARTICLE VI

##### Registered Office and Agent

The initial registered office of the corporation shall be at 320 Lincoln Avenue, P. O. Box 773990, Steamboat Springs, Colorado, 80477, and the name of the initial registered agent at such address is Karl P. Matilage. Either the registered office or the registered agent may be changed in the manner provided by law.

#### ARTICLE VII

##### Initial Board of Directors

The initial board of directors of the corporation shall consist of three (3) directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ted Schrock	P. O. Box 86 Steamboat Springs, CO 80477
Ed Warner	P. O. Box 1323 Steamboat Springs, CO 80477
Marshall Combest	P. O. Box 425 Clark, CO 80428

ARTICLE VIII

Personal Liability of Members

The members of this corporation shall not be liable for corporate obligations except as provided for and authorized under the declaration of covenants, conditions, easements and restrictions applicable to the Properties, duly recorded with the proper County officials of Routt County, Colorado.

ARTICLE IX

No Capital Stock

This corporation shall have no capital stock.\*

ARTICLE X

Incorporator

Karl P. Mattlage

P. O. Box 773990  
Steamboat Springs, CO  
80477

IN WITNESS WHEREOF, I have executed these ARTICLES OF INCORPORATION on September 21, 1984.

  
Karl P. Mattlage, Incorporator

STATE OF COLORADO )  
                          ) SS.  
COUNTY OF ROUTT )

I, the undersigned, a notary public, hereby certify that on September 21<sup>st</sup>, 1984, the above named incorporator personally appeared before me and 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.

WITNESS my hand and official seal.

My commission expires December 29, 1985.

*Linda C. Squier*

Linda C. Squier, Notary Public  
P. O. Box 773990  
Steamboat Springs, CO 80477.

( S E A L )