

DEC 19 1975

295876

## ARTICLES OF INCORPORATION

OF

## NORTHWOODS CONDOMINIUM ASSOCIATION

The undersigned, desiring to establish a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act, hereby certifies:

## ARTICLE I

The name of the corporation shall be: NORTHWOODS CONDOMINIUM ASSOCIATION.

## ARTICLE II

The corporation shall have perpetual existence.

## ARTICLE III

(a) Purposes. The objects and purposes of the corporation shall be: (i) to provide for the care, upkeep and supervision of Northwoods Condominiums in Eagle County, Colorado (the Premises), as further described in a condominium declaration recorded in the Eagle County real property records and all amended and supplemental declarations filed from time to time (the Declaration) including the general common elements and all recreational facilities

maintained thereon from time to time (if any); (ii) to regulate and control the relationships between the owners of condominium units (Units) on the Premises (the Owners) in connection with their ownership of the Units; (iii) to provide for the pleasure and recreation of the Owners; and (iv) to promote the best interests of the Owners for the purpose of securing for them the fullest utilization and enjoyment of the Premises.

(b) Powers. In furtherance of the foregoing purposes, but not otherwise, the corporation (which is sometimes hereinafter called the Association) shall have and may exercise all of the following powers:

(i) Real and personal property. To acquire, by gift, purchase, trade or any other method, own, operate, build, manage, sell, develop, encumber, and otherwise deal in and with real and personal property of every kind and character, tangible and intangible, wherever located, and interests of every sort therein.

(ii) Borrowing. To borrow funds or raise moneys in any amount for any of the purposes of the Association and from time to time to execute, accept, endorse and deliver as evidences of such borrowing, all kinds of instruments and securities, including, but without limiting the generality of the foregoing, promissory notes, drafts, bills of exchange, warrants, bonds, debentures, property certificates, trust certificates and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment and performance of such securities by mortgage on, or pledge, conveyance, deed or assignment in trust of, the whole or any part of the assets of the Association, real, personal or mixed, including contract rights, whether at the time owned or hereafter acquired.

(iii) Contracts. To enter into, make, amend, perform and carry out, or cancel and rescind, contracts, leases, permits and concession agreements for any lawful purposes pertaining to its business.

(iv) Guaranties. To make any guaranty respecting securities, indebtedness, notes, interest, contracts or other obligations created by any individual, partnership, association, corporation or other entity, and to secure such guaranties by encumbrance upon any and all assets of the Association, to the extent that such guaranty is made in pursuance of the purposes herein set forth.

(v) Loans. To lend money for any of the purposes above set forth; to invest its funds from time to time and take and hold real and personal property as security for payment of funds so loaned or invested.

(vi) Assessments. To levy monthly assessments and special assessments against the Owners for common expenses (including but not limited to the costs of repairing and maintaining general common elements, and utility charges which are not charged directly to the Owners by the utility company), to charge interest on unpaid assessments and to collect dues, fees and interest in accordance with its bylaws, and to enforce liens given as security for such assessments, dues, fees and interest.

(vii) General powers. To do everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers above set forth, either alone or in connection with other corporations, firms or individuals, and either as principal or agent, and to do every act or thing incidental or appurtenant to, or growing out of, or connected with any of the aforesaid objects, purposes or powers.

(viii) Rule making. To make and enforce rules and regulations with regard to the management and operation of the Premises.

(ix) Management, maintenance and repair. To provide for the management, maintenance and repair of the Premises.

(x) Powers conferred by law. The foregoing enumeration of specific powers shall not limit or restrict in any manner the general powers of the Association and the enjoyment and exercise thereof as now or hereafter conferred by the laws of Colorado.

(c) Restrictions upon purposes and powers. The foregoing purposes and powers of the Association are subject to the following limitations:

(i) That the Association shall be organized and operated exclusively for pleasure, recreational and other nonprofitable purposes as set forth in Section 501(c)(7) of the Internal Revenue Code of 1954, as it is now or may hereafter be amended, or in any corresponding provision of any future law of the United States of America providing for exemption of similar organizations from income taxation; and

(ii) That no part of the net earnings of the Association shall inure to the benefit of any private holder of membership certificates in the Association.

(d) Dividends, Distributions, etc. The Association shall not pay any dividends. No distribution of the corporate assets to members (as such) shall be made until all corporate debts are paid, and then only upon final dissolution of the Association by the affirmative vote of at least eighty percent of the votes of all of the members at any regular or special meeting called for that purpose at which a quorum shall be represented. Upon such dissolution and distribution, the assets remaining after payment of all debts shall be distributed among the members of the Association in accordance with the owners' "sharing ratio" as defined in paragraph 1(n) of the Condominium Declaration.

## ARTICLE IV

The operations of the Association shall be conducted at such places within or outside of the United States as may from time to time be determined by the board of directors. The address of the initial registered and principal office of the corporation is Lakeshead Terminal Building, P. O. Box 7, Vail, Colorado 81657. The name of its initial registered agent at such address is Frederick S. Otto.

## ARTICLE V

(a) Members. Any individual, corporation, partnership, association, trust or other legal entity or combination of entities owning an undivided fee simple interest in a Unit, shall automatically be a member of the Association. Such membership shall be continuous throughout the period that such ownership continues, except that Declarant may resign at any time in which case it shall not be liable for any assessments made after such resignation. A membership shall terminate automatically without any Association action whenever such individual, organization or group ceases to own a Unit. Except as set forth above, termination of membership shall not relieve or release any former member from any liability or obligation incurred by virtue of or in any way connected with ownership of a Unit,

or impair any rights or remedies which the Association or others may have against such former Owner and member arising out of or in any way connected with such ownership or membership.

(b) Classes of membership. The Association shall have the following classes of membership:

(i) Individual membership. Any individual acquiring such an interest in a Unit shall automatically become an individual member of the Association.

(ii) Organizational membership. Any corporation, partnership, association, trust or other legal entity acquiring such an interest in a Unit shall automatically become an organizational member of the Association. Each organizational member shall from time to time designate one or more individuals who may represent it at meetings and vote on behalf of such member. The secretary of the Association shall maintain a list of the persons entitled to vote on behalf of such member and, until the Association is notified to the contrary, any action taken by such persons purporting to act on behalf of the organizational member shall be binding on such member.

(iii) Declarant membership. Declarant shall be a member of the Association as long as it owns an interest in a Unit. Declarant shall, from time to time designate one or more individuals who may represent it at meetings and vote on its behalf.

(c) Number of votes. The total number of votes of all members shall be 10,000. Each member shall be entitled to cast one vote at all meetings of members for each .01 percent of interest in the general common elements of the Premises appurtenant to the apartment unit owned by said member from the Declarant, said interest being determined by the owner's "Sharing Ratio" as defined in paragraph 1(n) of

the Condominium Declaration. Each member who is a co-owner of a Unit (including a joint tenant) shall have the right to vote only a number of votes equal to the product of his undivided interest in a Unit multiplied by the total number of votes appurtenant to the Unit. For purposes of this paragraph, each joint tenant of a Unit shall be deemed to own an undivided interest in his Unit equal to 100 percent divided by the total number of joint tenants.

(d) Amendment. This Article V may be amended only by the unanimous vote of all the members.

#### ARTICLE VI

(a) The control and management of the affairs of the Association and the disposition of its funds and property shall be vested in a board of directors. The number of directors (which may not be less than three), their terms of office and the manner of their selection or election shall be determined according to the bylaws from time to time in effect. Cumulative voting shall not be allowed in the election of directors or for any other purpose. The names and addresses of those comprising the first board of directors, to serve until their successors shall be duly elected, are as follows:

CLASS A DIRECTORS

Andrew D. Norris	P. O. Box 7 Lionshead Terminal Building Vail, Colorado 81657
Willis J. Wright, Jr.	P. O. Box 7 Lionshead Terminal Building Vail, Colorado 81657
Frederick S. Otto	P. O. Box 7 Lionshead Terminal Building Vail, Colorado 81657

CLASS B DIRECTORS

Richard L. Peterson	P. O. Box 7, Lionshead Terminal Bldg. Vail, Colorado 81657
James R. Bartlett	P. O. Box 7, Lionshead Terminal Bldg. Vail, Colorado 81657

(b) The board of directors may by resolution designate two or more of their number to constitute an executive committee which shall have and exercise all of the power of the board of directors in the management of the business and affairs of the Association or such lesser authority as may be set forth in such resolution. No such delegation of authority shall relieve the board of directors or any member of the board from any responsibility imposed by law.

## ARTICLE VII

The Association shall have such officers as may from time to time be prescribed by the bylaws. Their terms



of office and the manner of their designation or selection shall also be determined according to the bylaws from time to time in effect.

#### ARTICLE VIII

The board of directors shall have power to appoint a manager, which may be a corporation, to carry on day-to-day maintenance, repair and service functions for the Association. The Association may enter into a contract with such manager having a term of not more than five years (including all renewals) and with such other provisions as the board of directors may approve. This shall not limit the right of the Association to employ a manager for more than five years provided that no contract with such manager has a term of more than five years (including all renewals).

#### ARTICLE IX

Authority to convey or encumber the property of the Association and to execute any deed, contract or other instrument on behalf of the Association for itself or as attorney-in-fact for one or more of the members is vested in the president or any vice president. All instruments conveying or encumbering such property (whether or not executed

as such attorney-in-fact) shall be executed by the president or a vice president and attested by the secretary or an assistant secretary of the Association.

#### ARTICLE X

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Association, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law:

(a) Contracts with directors, officers or members.

No contract or other transaction of the Association with any other person, firm or corporation shall be affected or invalidated by (i) the fact that any one or more of the directors, officers or members of the Association is interested in, or is a director, trustee or officer of another corporation, or (ii) the fact that any director, officer or member, individually or jointly with others, may be a party to or may be interested in any such contract or transaction. Each person who may become a director, officer or member of the Association is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Association for the benefit of himself or any firm or corporation in which he may be in anywise interested.

(b) Board of directors to exercise general power.

All corporate powers except those which by law or by these articles expressly require the consent of the members shall be exercised by the board of directors or the executive committee.

(c) Removal of directors. One or more or all of the directors may be removed with or without cause by the vote of a majority of the votes of the members then entitled to vote at an election of directors. Such vacancies shall be filled only by the vote of the members so represented, as if such meeting were a regular annual meeting for the election of directors, the person or persons having the highest number of votes in consecutive order being declared elected to the board of directors.

(d) Compensation of directors and members. The board of directors is hereby authorized to make provision for reasonable compensation to its members and to members of the Association for their services, and to reimburse such members for expenses incurred in connection with furthering the purposes of the Association. The board of directors shall fix the basis and conditions upon which such compensation and reimbursement shall be paid. Any director of the Association may also serve in any other capacity and receive compensation and reimbursement for such other work.

(e) Indemnity. Each director or officer, whether or not then in office, and each person who may have served at the request of the Association as a director or officer of another corporation in which it owns capital stock or of which it is a creditor, and his executors, administrators and assigns, shall be indemnified by the Association against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved, or to which he may be made a party by reason of his being or having been such a director or officer (such expenses to include the cost of reasonable settlement made with a view toward curtailment of the costs of litigation), except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been liable for negligence or misconduct in the performance of duty to the Association, and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law.

#### ARTICLE XI

The initial bylaws of the Association shall be as adopted by its board of directors. The board shall have power to alter, amend or repeal the bylaws. The bylaws may

contain any provisions for the regulation or management of the affairs of the Association which are not inconsistent with law or these articles of incorporation, as the same may from time to time be amended.

ARTICLE XII

The Association reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation by, unless a higher voting requirement is set forth herein with respect to any particular provision, the vote of the holders of at least two-thirds of the votes of the members at any regular or special meeting called for that purpose at which a quorum shall be represented.

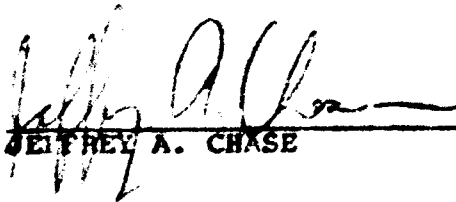
ARTICLE XIII

The name and address of the incorporator is:

Jeffrey A. Chase

1700 Broadway  
Denver, Colorado 80202

Dated: 12/19, 1975

  
JEFFREY A. CHASE

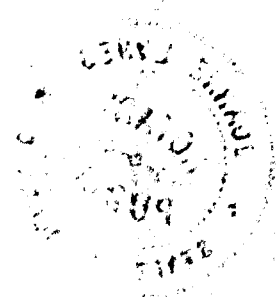
VERIFICATION

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

I, James Lynea, a notary public, hereby certify that on the 19 day of December, 1975, personally appeared before me JEFFREY A. CHASE, who being by me first duly sworn, severally declared that he was the person who signed the foregoing documents as incorporator and that the statements therein contained are true.

James Lynea  
Notary Public

My commission expires: 8-31-78



RECORDED  
ROLL 308 PAGE

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75.000000

STATE OF COLORADO  
STATEMENT OF CHANGE

For Official Use Only

OF  
REGISTERED OFFICE AND/OR REGISTERED AGENT  
PLEASE TYPE OR PRINT CLEARLY

DN 1395876  
884128  
FILED  
18 OCT 1979

(1) The exact Corporate Name, current Registered Office & current Registered Agent:  
NORTHWOODS CONDOMINIUM ASSOCIATION  
P.O. BOX 1231  
VAIL, COLORADO 81657

STATE OF COLORADO  
DEPT. OF STATE

569

The Corporation named herein makes the following statement:

(2) The State or Country of incorporation is Colorado

(3) The complete street address of the Corporation's REGISTERED OFFICE shall be changed to  
P.O. Box 1231, Vail, Colorado 81657  
(4) The name of the Corporation's SUCCESSOR REGISTERED AGENT IS  
Z. Jane Carpenter, Secretary-Treasurer

(5) The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical.

(6) The complete street address of the Corporation's principal place of business in Colorado is:

500 Vail Valley Drive, Vail, Colorado

(7) (If this statement is executed by the Registered Agent) A copy of this statement has been forwarded to the corporation.

RECORDED

FILL 478

STATE OF Colorado  
COUNTY OF Sumner

SECRETARY OF STATES OFFICE

Pursuant to the provisions of Title 7, C.R.S. 1973, I, Forrest E. McGrath

President of Northwoods Condominium Association, a Colorado  
(Title) (Corporate Name) (State or Country of Incorporation)

corporation, being duly sworn or affirmed, deposes and declares that this statement has been examined by me and to the best of my knowledge and belief is true, correct and complete.

Corporate Name Northwoods Condominium Association

By [Signature]  
(Authorized Signature)

Title President  
(President or Vice President)

Subscribed and sworn to before me this 25th day of June

My commission expires November 24, 1979

[Signature]  
Notary Public

7664 74479 6.00 24



MAIL TO:

for office use only

COLORADO SECRETARY OF STATE  
CORPORATIONS OFFICE  
1560 Broadway, Suite 200  
Denver, Colorado 80202  
(303) 866-2361

SECRETARY OF STATE  
RECEIVED

37 JUN 19 8 53 AM  
SUBMIT ONE  
Filing fee \$5.00  
STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT OR BOTH.

This document must be typewritten.

DNO 295876

SECRETARY OF STATE  
RECEIVED

Pursuant to the provisions of the Colorado Corporation Code, the Colorado Nonprofit Corporation Act and the Colorado Uniform Limited Partnership Act of 1981, the undersigned corporation or limited partnership organized under the laws of Colorado

submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

First: The name of the corporation or limited partnership is:

NORTHWOODS CONDOMINIUM ASSOCIATION

Second: the address of its REGISTERED OFFICE is: Forrest McGrath

4800 Race Street, Denver, Colorado 80216

Third: The name of its REGISTERED AGENT is Forrest McGrath

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is 600 Vail Valley Drive, Vail, CO 81657

By Howard H. Torgove (Note 2)  
Howard H. Torgove Secretary

IMPORTANT! PLEASE READ CAREFULLY!  
If you are a not-for-profit corporation or a limited partnership, this form must be notarized. If you are a business (profit) corporation, no notarization is required.

Its \_\_\_\_\_ president  
Its \_\_\_\_\_ authorized agent  
Its \_\_\_\_\_ registered agent (Note 3)  
Its \_\_\_\_\_ general partner

STATE OF COLORADO

COUNTY OF DENVER

Subscribed and sworn to before me this 17th day of June 19 87

My commission expires 2/19/89

[Signature]  
Notary Public (Note 1)

1020 15th St., #302, Denver, CO 80202  
Address



COMP. CH'D. E.M.

- Notes: 1. Exact name of corporation or limited partnership making the statement.
- 2. Signature and title of officer signing for the corporation must be president or vice-president; for a foreign corporation, such officers, the authorized agent; for a limited partnership, must be a general partner.
- 3. Regarding profit corporations: This statement may be executed by the registered agent when it involves only a registered agent change. A copy of this statement has been forwarded to the corporation by the registered agent.

COMPUTER UPDATE COMPLETE

BJH

COMP. CH'G. B.G.T.

RECEIVED  
5.00  
5.00