

NONPROFIT

**ARTICLES OF INCORPORATION
OF
THE RETREAT ON THE BLUE CONDOMINIUM ASSOCIATION
(A Nonprofit Colorado Corporation)**

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

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SECRETARY OF STATE
07-17-2002 10:30 AM

The undersigned Incorporator hereby establishes a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act, and adopts the following Articles of Incorporation.

ARTICLE ONE - NAME: The name of the corporation is THE RETREAT ON THE BLUE CONDOMINIUM ASSOCIATION (the "Association").

ARTICLE TWO - DURATION: The Association shall exist in perpetuity from the date of the filing of these Articles of Incorporation with the Secretary of State for the State of Colorado, until dissolved according to Colorado law.

ARTICLE THREE -PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT: The initial principal office for the transaction of the business of Association shall be located at 981 North Ten Mile Drive, Unit D-6, Frisco, CO 80443. The address of the initial registered office of the Association is 981 North Ten Mile Drive, Unit D-6, Frisco, CO 80443, and the name of the registered agent at such address is Thomas M. Silengo.

ARTICLE FOUR - PURPOSES OF THE ASSOCIATION: The purposes for which the Association is formed are: (a) to promote the interests and the welfare, and be for the common benefit of the Owners of the Condominium Community, Members of the Association and their Guests; (b) to be and to constitute the Association to which reference is made in THE CONDOMINIUM DECLARATION OF THE RETREAT ON THE BLUE CONDOMINIUMS ("Declaration") recorded or to be recorded against the Condominium Community in the Summit County, Colorado records; (c) to govern, in accordance with the Colorado Common Interest Ownership Act, the Colorado Revised Nonprofit Corporation Act, the Declaration, and the Articles of Incorporation, Bylaws and Rules and Regulations of the Association, the residential and commercial community known as the RETREAT ON THE BLUE CONDOMINIUMS ("Condominium Community"), located in Silverthorne, Colorado; and (d) to provide for the administration, maintenance, repair and reconstruction of the Common Elements as provided for in the Declaration.

ARTICLE FIVE - POWERS OF THE ASSOCIATION: In furtherance of the purposes stated above, the Association shall have and may exercise all of the rights, powers, privileges and immunities now or subsequently conferred upon nonprofit corporations by the Colorado Revised Nonprofit Corporation Act and the Colorado Common Interest Ownership Act, or granted under the Declaration, or the Articles of Incorporation, Bylaws or Rules and Regulations of the Association.

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ARTICLE SIX - NONPROFIT: The Association shall be a nonprofit corporation, without stock, and does not contemplate pecuniary gain or profit for the Members thereof.

ARTICLE SEVEN - MEMBERSHIP AND VOTING RIGHTS: The Association will have members whose rights and privileges shall be as set forth in the Bylaws of the Association.

ARTICLE EIGHT - BOARD OF DIRECTORS: The affairs of the Association shall be managed by a Board of Directors. The duties, qualifications, number and term of Directors and the manner of their election, appointment and removal shall be set forth in the Bylaws.

ARTICLE NINE: LIABILITY OF DIRECTORS: No Director shall be personally liable to the Association for monetary damages for any breach of fiduciary duty as a Director, and a Director's liability to the Association for monetary damages shall be eliminated on account of any of the following: (a) any breach of the Director's duty of loyalty to the Association or its Members, (b) any acts or omissions of the Director not in good faith or intentional misconduct or a knowing violation of law, or (c) any transaction in which the Director received improper personal benefit.

Nothing herein will be construed to deprive any Director of the right to compensation ordinarily available to a Director nor will anything herein be construed to deprive any Director of any right for contribution from any other Director or other person.

Any repeal or modification of this Article shall be prospective only and shall not affect any right or protection of a Director of the Association existing at the time of the repeal or modification.

ARTICLE TEN - AMENDMENT: Amendment of these Articles shall be in accordance with the statutory requirements of the Colorado Revised Nonprofit Corporation Act, and shall be subject to the restrictions contained in ARTICLE THIRTEEN below.

During the Period of Declarant Control, any proposed amendment of any part of these Articles shall not be effective unless Declarant has given its written consent to the amendment.

ARTICLE ELEVEN - DISSOLUTION: The Association may be dissolved in accordance with the statutory requirements of the Colorado Revised Nonprofit Corporation Act, and with the consent of Members to which at least sixty-seven percent of the votes in the Association are allocated and with the consent of sixty-seven percent of the Eligible Mortgagees.

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to purposes similar to those for which this Association was created. In the event that such

is refused acceptance, such assets shall be granted, conveyed and assigned to a corporation, association, trust or other organization devoted to similar purposes.

ARTICLE TWELVE - CUMULATIVE VOTING: Cumulative voting shall not be at election of Directors.

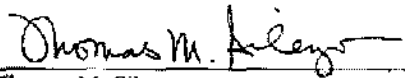
ARTICLE THIRTEEN - PRIOR APPROVALS: The following actions will require approval of at least sixty-seven percent of the Eligible Mortgagees: merger, consolidation of the Association, material amendment of these Articles of Incorporation, of the Common Elements, and annexation of additional properties except for that provided for in **ARTICLE TWELVE** of the Declaration.

If the Condominium Community has been or may be approved by the Federal Administration and/or the Veterans Administration, then during the Period of Declaration the above actions will require such agencies' written approval.

ARTICLE FOURTEEN - INCORPORATOR: The name and address of the Incorporator Association is Thomas M. Silengo, 981 North Ten Mile Drive, Unit D-6, Frisco,

ARTICLE FIFTEEN - DEFINITIONS: Terms used in these Articles of Incorporation defined in the Declaration shall have the same meaning and definition as such terms in the Declaration.

IN WITNESS WHEREOF, the Incorporator has caused these Articles of Incorporation to be executed this 7th day of February, 2002.


Thomas M. Silengo

CONSENT OF THE REGISTERED AGENT

The undersigned consents to the appointment as the authorized Registered Agent for RETREAT ON THE BLUE CONDOMINIUM ASSOCIATION.


Thomas M. Silengo, Registered Agent