

NONPROFIT

ARTICLES OF INCORPORATION OF LONGVIEW PARK OWNERS ASSOCIATION

The undersigned, acting as incorporator of a corporation under the Colorado Revised Nonprofit Corporation Act, hereby certifies the following Articles:

ARTICLE 1 NAME

FILED - CUSTOMER COPY
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

The name of the corporation is LONGVIEW PARK OWNERS ASSOCIATION (the "Association").

2001-1033784
\$ 50.00
SECRETARY OF STATE
03-14-2001 10:42:13

ARTICLE 2 PERIOD OF DURATION

The Association shall exist in perpetuity from and after the date of filing of these Articles of Incorporation with the Secretary of State of the State of Colorado, unless dissolved according to Colorado law.

ARTICLE 3 PURPOSES OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit of the members thereof. The primary purposes for which the Association is formed are (i) to provide for the operation, administration, use and maintenance of a residential planned community project, including the administration, use and maintenance of certain common areas and other property more fully described under the Declaration of LONGVIEW PARK, to be recorded in the office of the Clerk and Recorder of Routt County, Colorado, as amended from time to time (the "Declaration"); (ii) to serve the legitimate interests of the owners of the units within the property; and (iii) to promote the general health, safety, and welfare of the owners, residents and occupants of the property.

ARTICLE 4 POWERS

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 organized under the laws of the State of Colorado.

ARTICLE 5 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, 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.

ARTICLE 6 INDEMNIFICATION

The Association shall provide indemnification either directly or indirectly through insurance policies or otherwise, to the fullest extent permitted by law, for any individual who serves as a director, officer, employee or agent of the Association, or who serves at the request of the Association as a director, officer, partner, trustee, employee, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan, against liabilities and expenses such individual incurs in connection with holding such position.

Whenever such an individual seeks indemnification by the Association against any liability or expenses incurred in any threatened, pending or completed proceeding in which the individual is a party because he or she holds or has held any such position, the Association shall proceed diligently and in good faith to make a determination, in the manner permitted in the Colorado Revised Nonprofit Corporation Act, whether indemnification is permissible in the circumstances. If indemnification is determined to be permissible, the Association shall indemnify the individual to the fullest extent permissible, provided that any indemnification for expenses shall be limited to the amount found reasonable by an evaluation conducted in a manner permitted by the Colorado Revised Nonprofit Corporation Act.

This article shall not be interpreted to limit in any manner any indemnification the Association may be required to pay pursuant to the Colorado Revised Nonprofit Corporation Act, any court order, or any contract, resolution or other commitment which is legally valid.

ARTICLE 7 REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Association shall be at 141 Ninth Street, P.O. Box 775106, Steamboat Springs, Colorado 80477. The initial agent at such office shall be Bruce L. Jarchow. The principal office is located at 141 Ninth Street, Steamboat Springs, Colorado 80477.

ARTICLE 8 EXECUTIVE BOARD

The number of Directors constituting the initial Executive Board shall be one (1). The name and address of the initial Executive Board Member is as follows:

1. Nesbitt Jack
410 Industrial Drive
Milton, Ontario
Canada L9T5A6

**ARTICLE 9
MEMBERS**

The Association shall have one class of members as set forth in the Bylaws of the Association. All members shall be voting members.

**ARTICLE 10
DISSOLUTION**

The Association may be dissolved only by agreement of members to which at least sixty-seven percent (67%) of the votes in the Association are allocated, as provided in the Declaration. Upon dissolution and after winding up the affairs of the Association, the assets remaining, after all creditors have been paid, shall be distributed to the unit owners according to their Allocated Interests as provided in the Declaration and in accordance with C.R.S. § 38-33.3-218.

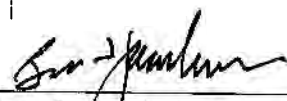
**ARTICLE 11
AMENDMENT**

The provisions of these Articles may be amended, in whole or in part, from time to time, only by vote or agreement of members to which at least sixty-seven percent (67%) of the votes in the Association are allocated.

**ARTICLE 12
INCORPORATOR**

The name of the incorporator is Bruce L. Jarchow, whose address is 141 Ninth Street, P.O. Box 775106, Steamboat Springs, Colorado 80477.

Dated this 13th day of March, 2001.



Bruce L. Jarchow- Incorporator

STATE OF COLORADO)
) ss.
COUNTY OF ROUTT)

The foregoing instrument was acknowledged before me this 13th day of March, 2001 by Bruce L. Jarchow.

Witness my hand and official seal.
My commission expires: 7-14-2001



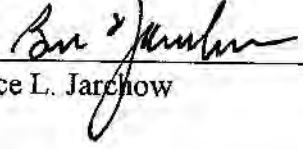


Notary Public

CONSENT OF INITIAL REGISTERED AGENT

With the execution of this document, the undersigned hereby assents to the undersigned's appointment as initial registered agent of Longview Park Owners Association, as set forth in the Articles of Incorporation of Longview Park Owners Association.

Signed this 13th day of March, 2001.



Bruce L. Jarchow