

STATE OF COLORADO

DEPARTMENT OF STATE



NONPROFIT CERTIFICATE OF INCORPORATION

I, **Byron A. Anderson,**

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and acknowledged pursuant to the provisions of the Colorado Nonprofit Corporation Act, have been received in this office and are found to conform to it.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

-----LITTLE ELK CREEK VILLAGE HOME OWNERS ASSOCIATION-----
(A COLORADO NONPROFIT CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this -----Eighth----- day of -----June-----, A.D. 1972

Byron A. Anderson
SECRETARY OF STATE
James J. [unclear]
DEPUTY

LITTLE ELK CREEK VILLAGE HOME OWNERS ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS, that JEAN C. INGHAM, acting as an Incorporator of a non-profit corporation under the Colorado Non-Profit Corporation Act, signs and acknowledges the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation shall be:

LITTLE ELK CREEK VILLAGE HOME OWNERS ASSOCIATION

The period of duration of the corporation shall be perpetual.

ARTICLE II

PURPOSES AND POWERS

1. Purposes.

(a). To protect and maintain the area known as Little Elk Creek Village Subdivision situated in Pitkin County and the State of Colorado, and including Little Elk Creek Village Subdivision, Filings No. 1 and No. 2 according to the plats thereof as recorded in the office of the County Clerk and Recorder of Pitkin County, Colorado, and all lands to be subdivided henceforth in the following described parcel of real property situate in the County of Pitkin, State of Colorado, to wit:

That part of Sections 4 and 5, Township 9 South, Range 86 West of the 6th P.M., described as follows:

Beginning at a point from whence a brass cap set for the Northwest corner of said Section 4 bears North 55°12'30" West 2245.77 feet; thence North 662.10 feet, more or less, to the Southerly right of way line of a County Road; thence along said right of way line as follows:

North 88°09'43" West 156.84 feet, North 02°58'09" West 11.67 feet and North 89°09'08" West 484.43 feet; thence leaving said right of way line, South 61°54'32" West 164.61 feet; thence South 00°35'42" West 1314.32 feet; thence North 87°43'38" West 1354.13 feet; thence South 00°48'50" West 1355.83 feet; thence South 89°06'30" East 1356.18 feet; thence South 01°08'40" East 1016.56 feet, more or less, to the Northerly right of way

line of a County Road; thence along said Northerly right of way line as follows:

North $49^{\circ}43'34''$ East 198.50 feet, North $57^{\circ}28'07''$ East 1396.12 feet, North $60^{\circ}01'31''$ East 483.26 feet; thence leaving said Northerly right of way line, North $28^{\circ}45'34''$ West 1107.28 feet; thence North $39^{\circ}18'49''$ East 100.00 feet to the point of beginning containing 129.42 acres, more or less, together with an undivided $130/550$ th's of all water rights allocable and appurtenant to the Albert Gallun Ranch as the same are described in that certain Special Warranty Deed recorded in Book 240 at Page 936 of the records of Pitkin County, Colorado conveying said ranch to Joseph T. Zoline and Erling T. Hansen.

(b). To hold the title to any lands or any interests in lands, including but not limited to, commons areas, parks and lands of a similar nature, private roads, utility easements and other easements and rights of way of a similar or dissimilar nature, and to improve, beautify and maintain any such lands and any such interests in lands.

(c). To lease, purchase, sell, convey and deal with lands, interests in lands, water rights, structures and improvements, all as may be necessary or desirable in carrying out the purposes of the corporation.

(d) To build, operate, improve, maintain and beautify roads, lakes, ponds, bridges, structures and easements, commons lands, park areas, and other things of like nature.

(e) To arrange for or provide any services or utilities necessary or desirable to promote and advance the general welfare of the residents of the area known as Little Elk Creek Village Subdivision, Pitkin County, Colorado.

(f) To establish, maintain and enforce all necessary and reasonable rules and regulations concerning the use of all lands and interest in lands held by the corporation.

(g) To own, maintain and repair a water system to provide water for domestic use to the various subdivided properties or parcels described in the provisions of Article II, Section 1, Paragraph (a) of these Articles of Incorporation.

(h) The Association shall make no distributions of its income to its members, trustees or officers.

2. Powers.

(a) To exercise all of the powers authorized or permitted to a non-profit corporation under the laws of the State of Colorado now in force or hereinafter in effect.

(b) To exercise all powers as may be properly assigned to it; to approve or disapprove the design, siting and location of all improvements included within the area known as Little Elk Creek Village Subdivision in Pitkin County, Colorado, for conformity and harmony with any properly adopted plan or plans of development or covenants restricting the use of said lands, and further to exercise all rights properly assigned to it for enforcing any and all covenants, limitations or restrictions governing the use and occupancy of said lands and the construction and alteration of structures and improvements upon any part of said lands.

(c) To charge, collect and assess such fees or sums as may be set by the Board of Trustees for the acquisition, construction, maintenance or repair of properties owned or operated by the corporation, except for domestic water tap-on fees for which Little Elk Creek Associates, its successors and assigns, has reserved the right to assess, collect and retain said fees to be paid by owners.

ARTICLE III

TRUSTEES

1. The names and addresses of the persons who are to serve as Trustees of this corporation until the first annual meeting of members, and until their successors shall be elected and shall qualify, are as follows:

Jean C. Ingham	616 East Hyman Avenue Aspen, Colorado 81611
Albert Kern, Esq.	430 East Hyman Avenue Aspen, Colorado 81611
Clyde L. McFarlin	616 East Hyman Avenue Aspen, Colorado 81611

2. The business, affairs and property of the corporation shall be managed by a Board of Trustees who shall be elected

at the annual meetings of the members by majority vote, and each Trustee shall be elected to serve until the next succeeding annual meeting and until his successor shall be elected and shall qualify.

3. The Board of Trustees shall consist of from three to five persons as the members may determine from time to time; Trustees need not be members .

4. Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

5. After each annual election of Trustees, the Board of Trustees shall meet for the purpose of organization, the election of officers, and the transaction of any other business.

6. Regular meetings of the Board of Trustees may be held without notice at such time and place as shall from time to time be determined by the Board.

7. Special meetings of the Board of Trustees may be called by the Chairman of the Board of Trustees on five days notice to each Trustee, either personally or by mail or by telegram, and shall be called by the Chairman of the Board of Trustees or Secretary in like manner and on like notice on the written request of any two Trustees.

8. Meetings, including organization meetings, of the Board of Trustees may be held at such place or places either within or without the State of Colorado as shall from time to time be determined by the Board, or as shall be fixed by the Chairman of the Board of Trustees and designated in the notice of the meeting.

9. A majority of the number of Trustees fixed pursuant to Section 3 of this Article III shall constitute a quorum at all meetings of the Board of Trustees, and the act of a majority of

the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. In the absence of a quorum at any meeting, a majority of the Trustees present may adjourn the meeting to a later day and hour without further notice.

10. Trustees shall be paid no compensation by the corporation for their services as Trustees. All Trustees may be allowed expenses incurred for attendance at each regular or special meeting of the Board as may be from time to time fixed by resolution of the Board. Nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE IV

OFFICES

1. The address of the initial registered office of the corporation in Colorado is 616 E. Hyman Ave., Aspen, Colorado 81611 and the name of its initial registered agent at such address is Jean C. Ingham. The principal office of the corporation shall be at the same address. The corporation may also have one or more offices at such other place or places within or without the State of Colorado as the Board of Trustees may from time to time determine or the business of the corporation may require.

ARTICLE V

CONVEYANCES

1. All conveyances and encumbrances of all or any part of the corporate property shall be executed by the Chairman of the Board of Trustees and countersigned by the Secretary with an impression of the corporate seal attached, and only upon the authority granted to said officers by a resolution adopted by the affirmative vote of four fifths or more of the votes entitled to be cast by the members of the corporation. A certification contained in any such conveyance or encumbrance, reciting the names of the Chairman of the Board of Trustees and the Secretary properly in office at the time of execution of the conveyance or encumbrance, and setting forth the text of the resolution of the members authorizing the conveyance or encumbrance

and the vote by which it was adopted, signed by the Secretary of the corporation and bearing the corporate seal, shall be binding upon the corporation as to the facts therein stated.

ARTICLE VI

LITTLE ELK CREEK VILLAGE SUBDIVISION

1. The area known as Little Elk Creek Village, in Pitkin County, Colorado, as that phrase is used herein, shall mean the subdivision filings now duly platted and filed in the Pitkin County records under the name Little Elk Creek Village Subdivision, and also any and all duly platted and filed additions, additional filings or expansions of said subdivision which carry the name Little Elk Creek Village Subdivision in their titles, provided that all additional filings or expansions of said subdivision shall only include lands described in Article II, Section 1, Paragraph (a) of these Articles of Incorporation, or lands immediately adjacent thereto which may, from time to time, be added to Little Elk Creek Village Subdivision by Little Elk Creek Associates, its successors or assigns.

2. Little Elk Creek Village Subdivision may be enlarged to include lands not included in that parcel described in Article II, Section 1, Paragraph (a) of these Articles of Incorporation, or lands immediately adjacent thereto, by a unanimous vote of the Trustees fixed pursuant to Section 3 of Article III of these Articles of Incorporation on such terms and conditions as the Trustees shall establish; provided however, that any such enlargement of Little Elk Creek Village Subdivision shall also be approved by an affirmative vote of a two-thirds (2/3) majority of the total members' votes entitled to be cast at a regular or special meeting of members.

ARTICLE VII

MEMBERS

1. The members of this corporation shall be those persons or associations (other than this corporation) who own title in fee to any part of the platted lands (other than dedicated public roads) included within the area defined herein as Little Elk Creek Village Subdivision. All persons or associations acquiring the title in fee to any of the said platted lands included

within Little Elk Creek Village Subdivision, by whatever means acquired, shall automatically become members of this corporation. No person or association shall continue to be a member after that person or association no longer holds title in fee to any portion of the platted lands included within Little Elk Creek Village Subdivision.

ARTICLE VII

MEMBERS' MEETINGS

1. Meetings of members shall be held at the principal office of the corporation or at such other place or places, within or without the State of Colorado, as may be from time to time determined by the Board of Trustees. The place at which such meetings shall be held shall be stated in the notice of the meetings.

2. The annual meetings of members, after the year 1972, for the election of Trustees to succeed those whose terms expire and for the transaction of such other business as may come before the meeting shall be held in each year on the second Tuesday in June at ten o'clock, a.m. If the day so fixed for such annual meeting shall be a legal holiday, then such meeting shall be held on the next succeeding business day.

3. Special meetings of members for any purpose or purposes may be called at any time by the Board of Trustees and shall be called by the Chairman of the Board of Trustees or the Secretary upon the request of the holders of not less than one tenth of the total members' votes in the corporation entitled to vote at the meeting. The purpose of such special meeting shall be stated in the notice therefor.

4. Notice of each meeting of members, whether annual or special, shall be given not less than ten nor more than fifty days prior thereto to each member of record entitled to vote thereat by delivering written or printed notice thereof to each such member personally or by mailing the same to his

address as it appears on the books of the corporation. The notice of all meetings shall state the place, day and hour thereof.

5. At least ten days before every meeting of members a complete list of members entitled to vote thereat, arranged in alphabetical order, showing the address of each member and the number of votes to which each is entitled, shall be prepared by the Secretary of the corporation and shall be open to the inspection of any member during usual business hours for a period of at least ten days prior to such meeting at the principal office of the corporation, and such list shall be produced and kept at the time and place of the meeting during the whole time thereof, and subject to the inspection of any member who shall be present.

6. Members of this corporation shall have the right to vote at the election of the Trustees of the corporation and upon all other matters properly brought to a vote of the members by virtue of the Articles of Incorporation of the corporation, or the laws of Colorado, in the following manner:

(a). Each member shall be entitled to cast a number of votes equal to the assessed valuation in hundreds of dollars as then established by the Pitkin County assessor of all real property and improvements to real property which the member owns in fee within the area herein defined as Little Elk Creek Village Subdivision so as to give one vote for each One Hundred Dollars (\$100.00) of the assessed valuation.

(b). Each member owning an undivided interest in any real property and improvement in Little Elk Creek Village Subdivision as a tenant in common, joint tenant, or otherwise shall be entitled to cast a number of votes equal to the assessed valuation in hundreds of dollars of the member's undivided interest in said real property and improvements.

PROVIDED, HOWEVER, that in any year on the date the Board of Trustees closes the membership transfer books of the corporation, Little Elk Creek Associates is a member of this corporation

and owns more than one fifth of the total land area (excluding dedicated public roads and land owned by this corporation) within the area defined herein as Little Elk Creek Village Subdivision, said Little Elk Creek Associates shall be entitled to elect three fifths of the Trustees of this corporation and shall be entitled to cast three fifths of the votes on all other questions voted on by the members.

7. The cumulative system of voting shall not be used for any purpose. Each member shall be entitled to vote in person or by proxy executed in writing by such member or by his duly authorized attorney in fact; provided, however, that no such proxy shall be valid after eleven months from the date of its execution. When a quorum is present at any meeting, the vote of a majority of the members' votes present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which the express provisions of the laws of the State of Colorado, or of these Articles of Incorporation, or of the Deed Restrictions for Little Elk Creek Village Subdivision, a different vote is required, in which case the express provision shall govern and control the decision of such question.

8. The Board of Trustees shall close the membership transfer books of the corporation for a period of not less than ten days nor more than fifty days preceding the date of any meeting of members.

9. The holders of a majority of the total members' votes entitled to vote, present in person or represented by proxy, shall be requisite to and shall constitute a quorum at all meetings of members for the transaction of business except as otherwise expressly provided by law or by these Articles of Incorporation. If such quorum shall not be present or represented at any such meeting, the holders of a majority of the votes present in person or represented by proxy and entitled to vote shall have the power to adjourn the meeting from time to time until a quorum shall be present or represented.

10. The Chairman of the Board of Trustees shall call special meetings of members to order and act as chairman of such meetings. In the absence of said officer, any member entitled to vote thereat or any proxy of any such member may call the meeting to order and a chairman shall be elected. The Secretary of the corporation shall act as Secretary of such meetings.

ARTICLE IX

ASSESSMENTS

1. Assessments may be levied by the corporation upon the members of the corporation, by vote of the majority of the members of the corporation present in person or by proxy at any duly called meeting of the members for the purpose of funding any of the activities of the corporation. Assessments shall always be levied pro rata on the members in accordance with the assessed value, as established by the Pitkin County Assessor on the date of the levy, of the lands and improvements to lands owned in fee by each member in the area defined herein as Little Elk Creek Village Subdivision. No assessments levied by the corporation in any calendar year on any member may ever exceed three per cent of the assessed value, as established by the Pitkin County Assessor, of all lands and improvements to lands owned in fee by each member in the area defined herein as Little Elk Creek Village Subdivision.

2. Every assessment duly levied against any member by the corporation shall become a lien on the lands and improvements to lands owned by such member in the area defined as Little Elk Creek Village Subdivision. The corporation shall be entitled to maintain an action in the District Court in and for the County of Pitkin and State of Colorado for the purpose of

recovering any unpaid assessments made against any member, and for the purpose of foreclosing its lien against the real property and improvements of such member for the satisfaction of such unpaid assessments. Upon the request of any member, the Board of Trustees shall execute and deliver an agreement subordinating the lien provided for in this paragraph to the lien of any first mortgage or deed of trust on the real property and improvements owned by the member in Little Elk Creek Village Subdivision. The Board of Trustees may, in its discretion, also subordinate the lien provided for in this paragraph to any second or subsequent mortgage or deed of trust.

ARTICLE X

OFFICERS

1. The Board of Trustees annually shall elect a Chairman of the Board of Trustees, a Secretary and a Treasurer. The Board may also elect or appoint such other officers as may be determined by the Board. Every officer so elected or appointed shall continue in office until his successor shall be elected or appointed and shall qualify, unless sooner he shall resign or be removed. Any individual except the Chairman of the Board of Trustees may hold two or more offices simultaneously. Any officer elected or appointed by the Board of Trustees may be removed at any time by an affirmative vote of a majority of the whole Board of Trustees. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Trustees.

2. Officers of the corporation shall be entitled only to such salaries, emoluments, compensation or reimbursement as shall be fixed or allowed by the Board of Trustees provided that no stockholder, officer or director of Little Elk Creek Associates may ever be paid any salary by this corporation.

3. The Chairman of the Board of Trustees shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and Trustees, shall have general

and active management of the operation of the corporation, and shall see that all orders and resolutions of the Board of Trustees are carried into effect.

4. The Secretary shall give, or cause to be given, notice of all meetings of the members and Trustees, and shall attend all such meetings and keep a record of their proceedings. The Secretary shall be the custodian of the seal of the corporation and shall have power to affix the same to all documents, the execution of which on behalf of the corporation is authorized by the Articles of Incorporation or by the Board of Trustees. The Secretary shall have charge of membership records of the corporation and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Trustees or the Chairman of the Board of Trustees.

5. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation and shall deposit all such funds in the name of the corporation in such banks or other depositories as shall be selected by the Board of Trustees. The Treasurer shall collect and receive and give receipts for all moneys or securities belonging to the corporation. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Trustees or by the Chairman of the Board of Trustees. The Treasurer shall give a bond for the faithful discharge of his duties if, and in such sums and with such sureties as, the Board of Trustees shall require.

ARTICLE XI

INDEMNIFICATION

1. The corporation shall indemnify any and all of its Trustees or officers, or former Trustees or officers, against expense

actually incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or party by reason of being or having been Trustees or officers or a Trustee or officer of the corporation, except in relation to matters as to which any such Trustee or officer, or former Trustee or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of members or otherwise.

ARTICLE XII
CORPORATE SEAL

1. The corporate seal shall consist of two concentric circles, between which shall be the name of the corporation and the word "Colorado", and in the center shall be the word "Seal". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise

ARTICLE XIII
AMENDMENTS

1. This corporation reserves the right to amend, alter, change or repeal any provisions contained in, or to add any provisions to, its Articles of Incorporation, or its By-Laws, from time to time, by resolution adopted at any regular or special meeting by four fifths of the votes of all of the members entitled to be cast thereat, whether present in person or represented by proxy or absent.

ARTICLE XIV
DISSOLUTION

This corporation may be dissolved by the vote of four fifths of the votes entitled to be cast by its members, and in accordance with the laws of the State of Colorado. Upon dissolution the properties and assets of this corporation shall be distributed to its members pro rata in the same

proportion as the votes entitled to be cast by the members at the time of dissolution, and in accordance with the laws of the State of Colorado.

IN WITNESS WHEREOF, the Incorporator designated in the annexed and foregoing Articles of Incorporation, for the purpose of organizing and establishing a non-profit corporation under and pursuant to the laws of the State of Colorado, hereby executed the Articles of Incorporation aforesaid and declared that the statements therein contained are true and accordingly has hereunto set his respective hand and seal the 18th day of May, 1972.



Jean C. Ingham

STATE OF COLORADO)
) ss.
COUNTY OF PITKIN)

I, *Maretha J. Lemel*, Notary Public, do hereby certify that on the 18th day of *May*, 1972, personally appeared before me Jean C. Ingham, who being duly sworn, declared that he was the person who signed the foregoing document as Incorporator and that the statements contained therein are true.

Witness my hand and official seal.
My commission expires: *February 28, 1976.*



Notary Public

243297

ARTICLES OF INCORPORATION

LITTLE ELK CREEK VILLAGE HOME OWNERS ASSOCIATION

DOMESTIC
NOT FOR PROFIT

Filed in the office of the Secretary of
State, of the State of Colorado, on the

8th day of June A. D. 1972

BYRON A. ANDERSON
Secretary of State

Filing Clerk Sunahara Fees \$10.

Old Age Pension Fund _____

RECORDED
ROLL 203 PAGE 1599

This document is a true and correct copy of the original as filed in the office of the Secretary of State, of the State of Colorado, and is entered on the records of the Flat Tax Department.

Date June 12, 1972

Byron A. Anderson Clerk

O.K. Chow
117201603100010