

STATE OF COLORADO

DEPARTMENT OF
STATE



NONPROFIT
CERTIFICATE OF
INCORPORATION

J. 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 law.

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

-----BREAKAWAY WEST ASSOCIATION-----
(A COLORADO NONPROFIT CORPORATION)

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

Dated this --Twenty-Eighth-- day of -----August-----, A. D. 19__72__

Byron A. Anderson
SECRETARY OF STATE
Jessie J. Connolly
DEPUTY

ARTICLES OF INCORPORATION

OF

BREAKAWAY WEST ASSOCIATION

Ralph T. Sloan, whose address is stated below, pursuant to the provisions of Article 31-24 of 1963 Colorado Revised Statutes as amended hereby makes and publishes these Articles of Incorporation of Breakaway West Association, a non-profit corporation.

I

The name of the corporation shall be BREAKAWAY WEST ASSOCIATION.

II

The period of duration of the corporation shall be perpetual.

III

The object and purpose of the corporation shall be to manage, on a non-profit basis, for the owners of the divided and undivided interests in certain real property and improvements thereon situate in the County of Eagle, State of Colorado, and from time to time subjected to the Condominium Declaration for BREAKAWAY WEST.

To this end the corporation shall have full power and authority to do all things necessary with respect to the management of said real property and to the enforcement of such Condominium Declaration and with respect to the rights and duties of the owners of the real property and all condominium interests therein. It shall further have such other powers and duties as the owners and members may from time to time specify.

IV

The names of the first Board of Directors are:

Ralph T. Sloan

P. O. Box 242
Chamonix Chalets
Vail, Colorado 81657

James L. Sloan

1008 Illinois Ave.
Mendota, Illinois 71342

Richard H. Hart

P. O. Box 1408
Vail View Townhouses
Vail, Colorado 81657

V

The number of directors of the corporation shall be not less than three (3) nor more than seven (7) in number and shall be selected annually at the annual meeting of the members of the corporation. The Board of Directors may fill any vacancy occasioned by death or resignation of a director. A majority of the Board of Directors shall constitute a quorum at any meeting. The Board of Directors shall adopt appropriate By-Laws not inconsistent with the Condominium Declaration, which By-Laws may be amended from time to time at a meeting of the Board of Directors held for that purpose, or otherwise as provided in the By-Laws.

VI

The officers of the corporation shall consist of a president, a secretary, and a treasurer, and such other officers as may be provided in the By-Laws. Said officers shall be chosen from the Board of Directors. Any two offices may be held by one person except that of president and secretary.

VII

There shall be one vote for each member of the corporation, and the owner or owners of a condominium unit, as shown on a condominium map or maps of Breakaway West from time to time filed in such county, shall be a member of the corporation, there being one membership for each such unit; except that the voting strength applicable to membership reflecting ownership of a parking unit shall be one-half of that applicable to membership reflecting ownership of a residential unit. Membership of the corporation, except for membership of the incorporators and the first Board of Directors, shall be limited to record owners of the condominium units subject to the Declaration. Other rules pertaining to members and to the votes of members shall be as set forth in the By-Laws.

VIII

The corporation herein organized is not for profit and all of the officers and directors thereof shall act without compensation. The corporation, through its Board of Directors, shall have all of the powers conferred upon corporations organized for profit, pursuant to Article 31-24 of the 1963 Colorado Revised Statutes as amended to the extent that such powers are commensurate with any corporation organized not for profit.

IX

The corporation's initial registered office shall be at: P. O. Box 242 (Chamonix Chalets)
Vail, Colorado 81657 Eagle County

The name of the corporation's initial registered agent shall be: Ralph T. Sloan

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(REV 6) DEPARTMENT OF STATE
STATE OF COLORADO

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH, DEPT. OF STATE

298511

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State 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 is Breakaway West Association

Second: The address of its REGISTERED OFFICE is 241 Broadway (P.O. Box 771)
Eagle, Colorado 81631

Third: The name of its REGISTERED AGENT is Terence J. Quinn

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 1024 Lions Ridge Loop
Vail, Colorado 81657

Breakaway West Association (Note 1)

By Wayne Wenzel (Note 2)
Its President

STATE OF Colorado
County of Eagle

Before me, June Mills, a Notary Public in and for the said County and State, personally appeared Wayne Wenzel who acknowledged before me that he is the President of Breakaway West Assoc. a Colorado corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 18 day of January,
A. D. 1976.

My commission expires 11-24-77

June Mills
Notary Public