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ARTICLES OF INCORPORATION

OF

WINDRIDGE CONDOMINIUMS

In compliance with the requirements of C.R.S. 1973, 7-20-101, et seq., the undersigned, who is a resident of the State of Colorado and is of age, has this day caused his name to be affixed to these Articles of Incorporation for the uses and purposes as follows:

ARTICLE I

Name

The name of the corporation is WINDRIDGE CONDOMINIUMS, hereinafter called the "Association".

ARTICLE II

Principal and Registered Office

The principal and registered office of the Association is located at 223 South E Avenue, New Castle, Colorado.

ARTICLE III

Registered Agent

Harley Dow Rippy, Jr., whose mailing address is Box 942, New Castle, Colorado, is hereby appointed the initial registered agent of this Association at the principal office of the Association.

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ARTICLE IV

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the condominium complex known as "Windridge Condominiums" constructed on a tract of land in the County of Garfield, Colorado, and is more particularly described as follows, to-wit:

> Lots 8, 9, 10, 11, 12, Block L, in the Town of New Castle, Colorado, as shown on the plat filed in the office of the Clerk and Recorder of Garfield County, Colorado.

and to promote the health, safety and welfare of the residents within said condominium complex and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Condominium Declaration, hereinafter called the "Declaration", applicable to the property to be recorded in the office of the Clerk and Recorder of Garfield County, Colorado, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of three-fourths (3/4) of each class of members, convey, sell, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the common area to any public agency, authority, or utility.

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and commons area, provided that any such merger, consolidation or annexation shall have the assent of three-fourths (3/4) of each class of members;

(g) None of the powers enumerated in subparagraphs (c), (d), (e) and (f) above shall be exercised without first giving written notice thereof to any and all lending institutions which may hold a security interest in any portion of the condominium project.

(h) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Colorado by law may now or hereafter have or exercise.

ARTICLE V

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any condominium unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any condominium unit which is subject to assessment by the Association.

ARTICLE VI

Voting Rights

The Association shall have two classes of voting membership.

Class A. Class A members shall be all unit owners, except Harley Dow Rippy, Jr. and Cynthia Rayne Rippy and they shall be entitled to one vote for each unit owned.

Class B. The Class B members shall be said Harley Dow Rippy, Jr. and Cynthia Payne Rippy and they shall be entitled to three (3) votes for each unit owned. The Class B membership shall cease and shall be converted to Class A membership when the total votes outstanding in the Class A membership equals or exceeds the total votes outstanding in the Class B membership.

When more than one person holds an interest in any condominium unit, the membership as to such unit shall be joint and a single membership for the unit shall be issued in the names of all of the owners and they shall designate to the Association, in writing, the name of one person who shall have the power to vote said membership.

ARTICLE VII

Board of Managers

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than five (5) Managers, who shall be members of the Association. The number of managers may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of managers until the selection of their successors are:

NAME	ADDRESS
Harley Dow Rippy, Jr.	222 S. E. Avenue, New Castle, CO 81647
Cynthia Rayne Rippy	222 S. E. Avenue, New Castle, CO 81647
Delbert Dawson	303 West Main, New Castle, CO 81647

At the first annual meeting the members shall elect one manager for a term of one year and two managers for a term of two years, and at each annual meeting thereafter the members shall elect the number of managers whose terms have expired for a term of two years.

ARTICLE VIII

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each class of members. 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 be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

Duration

The Corporation shall exist perpetually.

ARTICLE X

Amendments

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XI

Incorporator

The incorporator of this Association is:

NAME	ADDRESS
Harley Dow Rippy, Jr.	222 S. E. Avenue, New Castle, Colorado 81647

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, the undersigned has executed these Articles of Incorporation this 25 day of February, 1981.

Harley Dow Rippy, Jr.

HARLEY DOW RIPPY, JR.

STATE OF COLORADO)
) ss.
COUNTY OF GARFIELD)

I, Dorothy Artaz, a Notary Public in and for said County and State aforesaid, do hereby certify that Harley Dow Rippy, Jr., who is personally known to me to be the person whose name is subscribed in the foregoing instrument, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument in writing as his free and voluntary act for the uses and purposes therein set forth.

Given under my hand and notarial seal this 25th day of February, 1981.

My commission expires:

Dorothy Artaz
Notary Public

My Commission expires Jan. 18, 1984

STATE OF COLORADO
STATEMENT OF CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT

PLEASE TYPE OR PRINT CLEARLY • • • • • • PLEASE READ INSTRUCTIONS ON REVERSE SIDE

DNO 427006 — FOR OFFICE USE ONLY

1. The exact Corporate Name, current Registered Office & current Registered Agent are: [illegible]

[illegible] CONDOMINIUMS

[illegible] SCOTT & AVENUE

[illegible] CASTLE CO [illegible]

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:
[redacted] 200 So "E" Ave New Castle Co 81647

4. The name of the Corporation's SUCCESSOR REGISTERED AGENT IS:
[redacted] Kent Jolley

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:
200 So E Ave New Castle Co 81647

STATE OF Colorado)
)ss.
COUNTY OF Garfield)

Pursuant to the provisions of Title 7, C.R.S. 1973, I, Kent Jolley, the Pres. (Title) of Woodridge Condominiums (Corporate Name), a Colorado (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: Woodridge Condominiums

By Kent Jolley
(Authorized Signature)

X President ____ Vice-President

Subscribed and sworn to before me this 26th day of March, 19 83

My commission expires 9-8-85

Christa L. Whitaker
Notary Public

200 So. E. Ave. #112
New Castle Colo. 81647
Address

Filing Fee $5.00

Form DFI

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SUBMIT THIS STATEMENT WITH PAYMENT TO:
CORPORATE REPORT SECTION
DEPARTMENT OF STATE
P.O. BOX 5861
DENVER, CO 80217-5861