

NONPROFIT

**ARTICLES OF INCORPORATION
AVON TOWN SQUARE, PHASE II
COMMERCIAL CONDOMINIUM ASSOCIATION, INC.
(A NONPROFIT CORPORATION)**

The undersigned hereby signs and acknowledges, for delivery in duplicate to the Secretary of the State of Colorado, these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Colorado Nonprofit Corporation Act.

ARTICLE 1 - Name

The name of this corporation is AVON TOWN SQUARE, PHASE II COMMERCIAL CONDOMINIUM ASSOCIATION, INC. ("Association").

ARTICLE 2 - Duration

The duration of the Association shall be perpetual.

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ARTICLE 3 - Purpose and Powers of Association.

3.1. The Association shall operate the project known as Avon Town Square Phase II Commercial Condominiums, located in the municipality of Avon, County of Eagle, Colorado, in accordance with the Condominium Ownership Act, as amended, recorded Declaration, and the Colorado Nonprofit Corporation Act, as amended, and these Articles of Incorporation and its By-Laws, Rules and Regulations.

3.2. The Association shall promote the health, safety, welfare and common benefit of the owners and occupants of the Project.

3.3. The Association shall do any and all permitted acts, and shall have and exercise any and all powers, rights and privileges which are granted to the Association under the laws of the State of Colorado and the Declaration, By-Laws, Rules and Regulations, and other governing documents of the Association.

3.4. The foregoing statements of purpose shall be construed as a statement of both purposes and powers. The purposes and powers stated in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

ARTICLE 4 - Nonprofit

The Association shall be a nonprofit corporation, without shares of stock.

ARTICLE 5 - Membership Rights and Qualifications

5.1. The classes, rights and qualifications and the manner of election or appointment of members are as follows: Membership is limited exclusively to Unit Owners. Any person who holds title to a Unit in the Project shall be a member of the Association. There shall be one membership for each Unit owned within the Project. This membership shall be automatically transferred to the transferee upon the conveyance of that Unit. Voting shall be as specified in the Declaration and the vote to which each Unit is entitled is the vote assigned in the Declaration. Voting rights of multiple owners and of corporate or other entity owners shall be exercised as provided in Article V, Section 3 of the recorded Declaration.

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5.2 The members shall be of one class: Unit Owners who own Units as defined in the Declaration. These Unit Owners shall elect all members of the Board of Directors ("Board"), following the period of Declarant control defined below.

5.3 Notwithstanding the foregoing, the Declarant of the Project shall have additional rights and qualifications as follows: During the period of Declarant control, the Declarant or persons designed by him or her, subject to certain limitations, may appoint and remove the officers and members of the Board. The period of Declarant control terminates no later than the earlier of: (1) Sixty days after conveyance of 75 percent of all Units that may be created pursuant to the Declaration in one or more buildings; (2) Two years after Declarant has last conveyed a Unit in the ordinary course of business; (3) Two years after any right to add new Units was last exercised; or (4) Upon delivery to the Association of a written relinquishment of rights by the Declarant. Declarant may voluntarily surrender the right to appoint and remove officers and Directors before termination of the periods of Declarant control, but in that event, the Declarant may require, for the duration of the period of Declarant control, that specified actions of the Association or Board, as described in a recorded instrument executed by the Declarant, be approved by the Declarant before they become effective.

5.4 No later than 60 days after conveyance of 25 percent of the total Units that may be created to Unit Owners other than a Declarant, at least one member, and not less than 25 percent of the members of the Board shall be elected by Unit Owners other than the Declarant. Not later than 60 days after conveyance of 50 percent of the total Units that may be created to Unit Owners other than a Declarant, not less than one-third of the members of the Board must be elected by Unit Owners other than Declarant.

ARTICLE 6 - Registered Agent for Service and Address.

The initial registered agent of the Association shall be: Alan H. Bucholtz, at the registered address of 1666 South University Boulevard, Suite A, Denver, Colorado 80210.

ARTICLE 7 - Board of Directors.

The initial Board of Directors shall consist of three persons, and this number may be changed by a duly adopted amendment to the Bylaws, except that in no event may the number of Directors be less than three. The names and addresses of the persons who shall serve as Directors until their successors shall be elected and qualified are as follows:

Alfred H. Williams
P.O. Box 545
Edwards, Colorado 80632

Suzan N. Williams
P.O. Box 545
Edwards, Colorado 80632

Gary Atkinson
P.O. Box 2816
Avon, Colorado 81620

ARTICLE 8 - Incorporator

The name and address of the incorporator is:

ARTICLES OF AMENDMENT

OF

AVON TOWN SQUARE, LOT 2, COMMERCIAL CONDOMINIUMS
ASSOCIATION, INC.

Avon Town Square, Lot 2, Commercial Condominiums Association, Inc., a nonprofit corporation organized and existing under the laws of the State of Colorado (the "Association"), hereby verifies as follows:

FIRST: The Articles of Incorporation of the Association are hereby amended as follows:

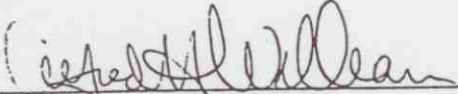
Article 1 is amended to read in its entirety as follows:

ARTICLE 1 - Name

The name of the Association is Avon Town Square, Lot 2, Condominium Association.

SECOND: The amendment to the Articles of Incorporation of the Association effected hereby was adopted on the 11th day of October, 2000, in the manner prescribed by the Colorado Revised Nonprofit Corporation Act and by a vote of 88.79% of all votes in the Association.

IN WITNESS WHEREOF, the Association has caused these Articles of Amendment to be signed by its President as of this ¹¹27 day of October, 2000.



Alfred Williams, President

3. Voting Classes. Section 3 of Article V of the Declaration is hereby amended by deleting the reference that there shall be one class of Members and inserting new language at the end of Article V reading as follows:

Notwithstanding in a contrary provision herein, there shall be three classes of membership in the Association, one being Owners of Units designated for residential use (the "Residential Owners"), the second being Owners of Units designated for commercial or general office use and located within the Phase II Building (as defined in the first supplement to the Declaration) (the "Phase II Owners") and the third being Owners of Units designated for commercial or general office use and located within the Phase III Building (as defined in the first supplement to the Declaration) (the "Phase III Owners") (the Phase II Owners and the Phase III Owners are sometimes collectively referred to as the "Commercial Owners"). All Members of the Association shall be entitled to vote on all matters affecting the project as a whole; provided, however, certain issues relating to the operation and maintenance of the project do and may affect only the valid interest of the Residential Owners, the Phase II Owners or the Phase III Owners, in which case such Owners may vote as a separate class. In particular, each class of Owners shall be separately responsible for the Building in which such class of Owners owns Units, as more fully set forth in Article II of the first supplement to the Declaration.

In addition, it is hereby determined that in order to protect the valid interests of the three classes of Owners, each class requires representation on the Board and, upon the supplement to the Declaration being recorded adding residential units to the project, the Residential Owners shall be entitled to elect three (3) directors (the "Residential Directors"), the Phase II Owners shall be entitled to elect three (3) directors (the "Phase II Directors") and the Phase III Owners shall be entitled to elect three (3) directors (the "Phase III Directors"). No action by the Board or all Owners shall adversely affect the interests of one class without the approval of at least one director from such affected class. Further, each class of Directors may make and amend reasonable rules and regulations governing the use and rental of the Units owned by Owners within that class. The overall Board may, by a majority of the voting directors, including the approval of at least one director from each class, make and amend reasonable rules and regulations governing the use and operation of the general common elements or the project as a whole, including, without limitation, the common landscaped areas, sidewalks, pathways, driveways and parking areas. The Board shall provide thirty (30) days written notice prior to the adoption or amendment of any rules and regulations and provide for a reasonable opportunity for Owners to comment at a meeting of the Board on a proposed adoption or amendment of any rules and regulations. Each class of directors shall constitute a separate committee of the Board empowered with all authority of the Board to act on behalf its class of Owners and with respect to the Building applicable to such class, including, without limitation, the adoption and ratification of budgets relating to same.

4. Applicability of CCIOA. As a mixed use project, the Owners acknowledge and agree that the exemption from the applicability of the Colorado Common Interest Ownership Act, 38-33.3-101, et. seq. ("CCIOA") is no longer available and the project shall hereafter be subject to the provisions of CCIOA.

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