

FILED

ARTICLES OF INCORPORATION
OF
ROARING JUDY RANCH ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned in order to establish a non-profit corporation pursuant to the Colorado Non-profit Corporation Act hereby certifies:

ARTICLE I.

Name

The name of the corporation shall be:

ROARING JUDY RANCH ASSOCIATION

ARTICLE II.

Duration

The corporation shall have perpetual existence.

ARTICLE III.

Purposes

The corporation is established not for profit and its objects and purposes are:

A. To govern the subdivision situate in the County of Gunnison, State of Colorado, which is termed Roaring Judy Ranch.

B. To constitute the association to which reference is made in and declaration of protective covenants for said subdivision which may be placed of record in Gunnison County.

ARTICLE IV.

Powers

The corporation shall have and may exercise all powers conferred upon non-profit corporations organized and existing under the laws of the State of Colorado.

ARTICLE V.

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Members

A. The owner of a tract in Roaring Judy Ranch upon becoming such owner, shall be entitled and required to be a member of the corporation and shall remain a member of the corporation for the period of ownership of a tract.

B. The terms and conditions of membership shall be as set forth in the Articles and Bylaws of this corporation and the Declaration of Protective Covenants of Roaring Judy Ranch.

C. There shall be one class of members. The corporation may issue a certificate evidencing membership therein.

ARTICLE VI.

Board of Directors

A. The affairs of the corporation shall be managed by a board of directors.

B. The initial board of directors shall consist of two members, whose term of office and the manner of election shall be as set forth in the bylaws of the corporation.

C. The initial board of directors and their names and addresses are as follows:

Nicholas J. Lypps	Jack's Cabin Almont, CO 81210
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Mary E. Frame	Jack's Cabin Almont, CO 81210
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D. At such time as record title to eight or more tracts within Roaring Judy Ranch has been conveyed to third parties by Nicholas J. Lypps and Mary E. Frame, the Board of Directors shall automatically be enlarged to three members, whose term of office and manner of election shall be as set forth in the Bylaws of the corporation.

ARTICLE VII.

Registered Office and Registered Agent

A. The address of the initial registered office of the corporation is:

120 North Taylor - P.O. Box 179
Gunnison, Colorado 81230

2. The name of its initial registered agent at such address is:

Robert E. Wright, Jr.

ARTICLE VIII.

Bylaws

The initial bylaws of the corporation shall be adopted by the board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors.

ARTICLE IX.

Incorporator

The name and address of the incorporator is as follows:

Name	Address
Robert E. Wright, Jr.	120 North Taylor - P.O. Box 179 Gunnison, CO 81230

Executed this 23rd day of August, 1989.


Robert E. Wright, Jr.

STATE OF COLORADO)
)
 County of Gunnison) SS

The foregoing Articles of Incorporation were acknowledged before me this 28th day of August, 1989 by Robert E. Wright, Jr.

Witness my hand and official seal.

My commission expires: September 23, 1990



Karen F. Gribble
 Notary Public
 Address of Notary Public:

120 North Taylor
Lawrence, CO 81430