

**ARTICLES OF INCORPORATION FOR A
NONPROFIT CORPORATION**

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SECRETARY OF STATE
09-23-2003 12:02:28

Pursuant to section 7-122-102, Colorado Revised Statutes (C.R.S.), the individual named below causes these Articles of Incorporation to be delivered to the Colorado Secretary of State for filing, and states as follows:

1. The entity name of the nonprofit corporation is: The Smith Hill Ranches Homeowners Association.

2. The address of the initial principal office of the nonprofit corporation is: 5103 Holly Terrace, Houston, Texas 77056.

3. The name, and the business address, of the initial registered agent for service of process on the nonprofit corporation are: Russell N. Mullins (name); 121 North Taylor Street, Gunnison, Colorado 81230 (business address).

4. The nonprofit corporation will have voting members.

5. The provisions not inconsistent with law regarding the distribution of assets on dissolution are as follows: Upon dissolution of the nonprofit corporation, its assets shall be applied and distributed as follows: first, to pay and discharge all liabilities and obligations of the nonprofit corporation; second, to return, transfer or convey any assets held by the nonprofit corporation on condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution; and third, all remaining assets of the nonprofit corporation shall be distributed to its members in proportion to each member's allocated interest in The Smith Hill Ranches, Gunnison County, Colorado.

6. The name and address of the incorporator are: Russell N. Mullins, 121 North Taylor Street, Gunnison, Colorado 81230.

7. The (a) name or names, and (b) mailing address or addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are: Russell N. Mullins, 121 North Taylor Street, Gunnison, Colorado 81230.

8. The objects and purposes for which the nonprofit corporation is organized and the nature of the business to be conducted by it shall be: to constitute the association to which reference is made in the Declaration of Protective Covenants of The Smith Hill Ranches, Gunnison County, Colorado (the "Declaration"); and to exercise all of the duties, privileges and obligations set forth in the Declaration, these Articles of Incorporation, and the bylaws of this nonprofit corporation, and to administer, manage, and govern The Smith Hill Ranches, including all powers granted to the association under the Declaration.

9. Each Owner (as defined in the Declaration) of a Ranch (as defined in the Declaration) shall be a member of the nonprofit corporation. No Owner, whether one or more persons or entities, shall have more than one membership per Ranch owned by such Owner, but all persons

owning each Ranch shall be entitled to the rights of membership and the use and enjoyment appurtenant to the ownership of each Ranch.

10. The right of membership in the nonprofit corporation and the status as a member shall terminate upon the termination of ownership of Ranch or land that is subject to the Declaration, subject, however, to any provisions contained in the Declaration with respect to liability for assessments.

11. All Owners shall be members of the nonprofit corporation. The Owner of each Ranch shall be entitled to one vote in the nonprofit corporation. The one vote for each Ranch shall be exercised by the Owner and, when more than one person or entity holds an interest in a Ranch, the vote for the Ranch shall be exercised as the Owners may determine among themselves, but the vote for the Ranch shall be cast by only one person.

12. The personal liability of a director to the nonprofit corporation or to its members for monetary damages for breach of fiduciary duty as a director is eliminated or limited to the full extent provided by the statutes of the State of Colorado.

13. The name and address of the individual who is elected to serve as the initial director of the nonprofit corporation are Adelaide Elizabeth Biggs, 5103 Holly Terrace, Houston, Texas 77056.

The Colorado Secretary of State may contact the following authorized person regarding this document: Russell N. Mullins (name); 121 North Taylor Street, Gunnison, Colorado 81230 (address); 970-641-2975 (telephone); 970-641-2976 (fax).