

SECRETARY OF STATE

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ARTICLES OF INCORPORATION

OF

SILVERPLUME CONDOMINIUM ASSOCIATION

STATE

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The undersigned incorporator does hereby execute the following Articles of Incorporation under the provisions of the Colorado Non-Profit Corporation Act, as follows:

ARTICLE I

NAME

The name of the corporation is Silverplume Condominium Association (hereinafter referred to as "Association").

ARTICLE II

DURATION

The Association shall have perpetual duration.

ARTICLE III

PURPOSES AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the purposes for which it is formed are to promote the health, safety and welfare of the condominium unit owners of Silverplume Condominiums, and to provide for the maintenance, preservation, replacement and general management and control of such properties as are subject to the Declaration referenced below and for these purposes 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 for Silverplume Condominiums and any supplemental declarations provided thereunder (all hereinafter called the "Declaration") applicable to such properties and recorded or to be recorded in the office of the Clerk and Recorder of Larimer County, and as the same may be amended from time to time as therein provided;

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(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all office and other 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 government charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate and maintain real and personal property;

(d) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Colorado Non-Profit Corporation Act is entitled to, as the same may now or, as amended, hereafter provide.

ARTICLE IV

MEMBERSHIP AND VOTING

Every person or entity who is a record owner of a fee, or undivided fee, interest in any condominium unit, as defined in the Declaration, which is subject to such Declaration, shall be a member of the Association and entitled to one (1) vote for each such condominium unit owned; provided:

(a) That any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member;

(b) That an officer, director or nominee of Miller Properties, Inc., or its successors or assigns, shall be a member of the Association and entitled to three (3) votes for each condominium unit which it owns which is subject to said Declaration; provided, that at such time as Miller Properties, Inc. is not the owner of twenty-five percent (25%) or more of all of the units subject to such Declaration, or at the end of one year after the Condominium Declaration has been recorded, whichever shall first occur, Miller Properties, Inc. shall thereafter have one (1) vote for each condominium unit which it owns;

(c) In the event that any unit is owned by two (2) or more persons or entities, whether by joint tenancy, tenancy in common, or otherwise, there shall only be one vote per unit and the several owners of any one (1) unit must designate to the Association in writing which of the co-owners, or in the event of a corporation or other such association which of its representatives, shall be entitled to vote.

ARTICLE V
REGISTERED OFFICE

The initial registered office of the Association is 2731 Dunbar Avenue, Post Office Box 1007, Fort Collins, Colorado 80522, and the name of the initial registered agent at such address is Bruce E. Miller.

ARTICLE VI
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Association is three (3) and the names and addresses of the persons who are to serve as the initial directors are as follows:

| NAME | ADDRESS |
|-----------------|--|
| Bruce E. Miller | 2731 Dunbar Avenue P. O. Box 1007 Fort Collins, Colorado 80522 |
| Dan R. Jensen | 2731 Dunbar Avenue P. O. Box 1007 Fort Collins, Colorado 80522 |
| Terri L. Deika | 2731 Dunbar Avenue P. O. Box 1007 Fort Collins, Colorado 80522 |

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is as follows:

| NAME | ADDRESS |
|----------------|--|
| Terri L. Deika | 2731 Dunbar Avenue P. O. Box 1007 Fort Collins, Colorado 80522 |

Dated this 9th day of August, 1979.


Terri L. Deika

STATE OF COLORADO)
) ss.
COUNTY OF LARIMER)

The above and foregoing instrument was acknowledged before me this 9th day of August, 1979, by Terri L. Delka.

Witness my hand and official seal.

My commission expires: March 7, 1981.

Charlene K. Magilton
Notary Public

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