

NONPROFIT

ARTICLES OF INCORPORATION
THE RIVERWALK TOPAZ BUILDING ASSOCIATION

The undersigned, acting as incorporator of a corporation under the Colorado Nonprofit Corporation Act hereby certifies the following Articles:

ARTICLE I
NAME

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The name of the corporation is The Riverwalk Topaz Building Association (the "Association").

ARTICLE II
PERIOD OF DURATION

The Association shall exist in perpetuity from and after the date of filing of these Articles of Incorporation with the Secretary of State of the State of Colorado, unless dissolved according to Colorado law.

ARTICLE III
PURPOSES OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit of the members thereof. The primary purposes for which the Association is formed are (i) to provide for the operation, administration, use, and maintenance of a mixed use condominium project containing residential and commercial uses, including the administration, use and maintenance of certain common areas and other property more fully described under the Declaration for The Riverwalk Topaz Building, recorded in the office of the Clerk and Recorder of Eagle County, Colorado, as amended from time to time (the "Declaration"); (ii) to serve the legitimate interests of the owners of the residential and commercial condominium units within the property; and (iii) to promote the general health, safety, and welfare of the owners, residents and occupants of the property.

ARTICLE IV
POWERS

In furtherance of the purposes stated above, the Association shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

607 (R.F. 5000)

**ARTICLE V
LIMITATION OF LIABILITY**

No director of the Association shall have any liability to the Association or to its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability is not permitted under the Colorado Nonprofit Corporation Act. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director in respect of any act or omission occurring prior to such repeal or modification.

**ARTICLE VI
INDEMNIFICATION**

The Association shall provide indemnification either directly or indirectly through insurance policies or otherwise, to the fullest extent permitted by law, for any individual who serves as a director, officer, employee or agent of the Association, or who serves at the request of the Association as a director, officer, partner, trustee, employee, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan, against liabilities and expenses such individual incurs in connection with holding such position.

Whenever such an individual seeks indemnification by the Association against any liability or expenses incurred in any threatened, pending or completed proceeding in which the individual is a party because he or she holds or has held any such position, the Association shall proceed diligently and in good faith to make a determination, in the manner permitted in the Colorado Nonprofit Corporation Act, whether indemnification is permissible in the circumstances. If indemnification is determined to be permissible, the Association shall indemnify the individual to the fullest extent permissible, provided that any indemnification for expenses shall be limited to the amount found reasonable by an evaluation conducted in a manner permitted by the Colorado Nonprofit Corporation Act.

This article shall not be interpreted to limit in any manner any indemnification the Association may be required to pay pursuant to the Colorado Nonprofit Corporation Act, any court order, or any contract, resolution or other commitment which is legally valid.

**ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Association is 34253 U.S. Highway 6, Edwards, Colorado 81632, with a mailing address of Post Office Box 1768, Edwards, Colorado 81632. The initial registered agent at such office is Deborah L. Christner. The principal office is located at 34253 U.S. Highway 6, Edwards, Colorado 81632.

**ARTICLE VIII
INITIAL EXECUTIVE BOARD**

The number of directors constituting the initial Executive Board shall be five. The names and addresses of these persons are listed as follows:

<u>Name</u>	<u>Address</u>
William L. Williams	Post Office Box 1768 Edwards, CO 81632
A. Leonard Nacht	Post Office Box 1768 Edwards, CO 81632
Deborah L. Christner	Post Office Box 1768 Edwards, CO 81632

**ARTICLE IX
MEMBERS**

The Association shall be a membership corporation without certificates or shares of stock. Each person or entity who is a record owner of a fee or undivided fee interest in any Condominium Unit which is now or hereafter subject to the Declaration, including contract sellers, shall be entitled to vote as set forth in the Declaration and the Bylaws. 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. Membership may also be determined by the Declarations and Bylaws to be inclusive in the separate Condominium Associations pertinent to each Building.

**ARTICLE X
MERGER, CONSOLIDATION AND DISSOLUTION**

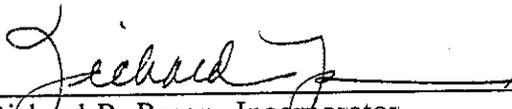
The Association may merge or consolidate only in accordance with the procedures set forth in the Act, as it may be amended from time to time. The Association may be dissolved only in accordance with the Act, as it may be amended from time to time. In the event of dissolution, the assets of the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended only in accordance with the procedures set forth in the Act, as it may be amended from time to time. Unless otherwise required by the Act, amendments to these Articles of Incorporation for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity or institutional lender authorized to fund, insure or guarantee mortgages on individual Units, may be adopted by resolution of the Board of Directors and no Members shall be entitled to vote on any amendment to these Articles of Incorporation for such purpose.

**ARTICLE XII
INCORPORATOR**

The name of the incorporator is Richard P. Rosen, whose address is 1120 Lincoln Street, Suite 1100, Denver, Colorado 80203. The incorporator is a natural person of the age of 18 years or more.

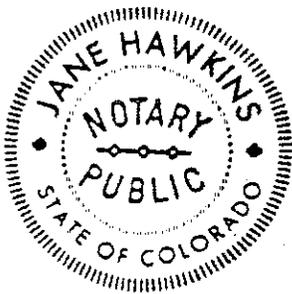

Richard P. Rosen, Incorporator

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 22 day of April, 1997, by Richard P. Rosen.

WITNESS my hand and official seal.

My commission expires: 7-21-2000




Notary Public

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ARTICLES OF INCORPORATION

OF

RIVERWALK AT EDWARDS PROPERTY OWNERS ASSOCIATION, INC.

In compliance with the requirements of the Colorado Nonprofit Corporation Act (the "Act"), the undersigned, who is of full age, for the purpose of forming a nonprofit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Riverwalk at Edwards Property Owners Association, Inc. (the "Association").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Association is located at 34215 U.S. Highway 6, Edwards, Colorado 81632.

ARTICLE III - REGISTERED AGENT

Richard P. Rosen, whose address is 1120 Lincoln Street, #1100, Denver, Colorado 80203, is hereby appointed the initial registered agent of this Association, and such address shall be the registered address of the Association.

ARTICLE IV - DURATION

The Association shall have perpetual existence.

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ARTICLE V - PURPOSES AND POWERS

A. This Association does not contemplate pecuniary gain or profit, directly or indirectly, to the Members thereof.

B. In way of explanation and not of limitation, the purposes for which it is formed are:

1. to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions for the Riverwalk At Edwards Property Owners Association, Inc. (the "Declaration"), recorded or to be recorded in the offices of the Clerk and Recorder of Eagle County, Colorado, and to perform all obligations and duties of the Association, and to exercise all rights and powers of the

Property Owners Association, Inc. (the "Declaration"), recorded or to be recorded in the offices of the Clerk and Recorder of Eagle County, Colorado, and to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws ("By-Laws"), and in these Articles of the Association, and as provided by law;

2. to provide an entity for the furtherance of the interest of the Owners in the Property.

C. In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the Board of Directors:

1. all of the powers conferred upon not-for-profit corporations by common law and the statutes of the State of Colorado in effect from time to time;

2. all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws or the Declaration, including, without limitation, the following:

(a) to fix, levy, collect, and enforce payment of, by any lawful means, all charges, fines and assessments pursuant to the terms of the Declaration or By-Laws; 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;

(b) to enforce covenants, conditions or restrictions affecting the Property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(c) to manage, control, operate, maintain, repair and improve Property subject to the Declaration or any other property for which the Association by rule, regulation, declaration or contract has a right or duty to provide such services;

(d) to engage in activities which will actively foster, promote and advance the common interests of all owners of Property subject to the Declaration;

(e) to borrow or lend money for any purpose set forth herein, or in the Declaration or ByLaws:

(f) enter into, make, perform, or enforce contracts of every kind and description, and do all other acts necessary, appropriate or advisable in carrying

out any purpose of this Association, with or in association with any person, firm, association, corporation or other entity or agency, public or private;

(g) to act as agent, trustee or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals;

(h) adopt, alter and amend or repeal such ByLaws as may be necessary or desirable for the property management of the affairs of this Association, provided, however, that such ByLaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration;

(i) to provide any and all supplemental services as may be necessary or proper; and

(j) have and exercise any and all powers, rights and privileges now or hereafter permitted under the Colorado Nonprofit Corporation Act and applicable law.

D. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article V are independent powers, not restricted by reference to or inference from the terms of any other paragraph or provisions of this Article V.

ARTICLE VI - MEMBERSHIP

The Association shall be a membership corporation without certificates or shares of stock. Each person or entity who is a record owner of a fee or undivided fee interest in any Condominium Unit which is now or hereafter subject to the Declaration, including contract sellers, shall be entitled to vote as set forth in the Declaration and the By-Laws. 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. Membership may also be determined by the Declarations and By-Laws to be inclusive in the separate Condominium Associations pertinent to each Building.

ARTICLE VII - VOTING RIGHTS

Every Owner of a Condominium Unit shall be a Member of the Association and shall remain a Member for the period of his ownership of a Condominium Unit. Each Condominium Unit shall be entitled to vote as specified in the Declaration, to be exercised by the Owner or Owners thereof. When more than one person holds an interest in the same Condominium Unit, all such

Owners shall be Members and the vote for such Condominium Unit shall be cast as the Owners thereof agree, but in no event shall more votes be cast for each such Condominium Unit than as set forth in the Declaration. If the Owners of a Condominium Unit do not agree as to the manner in which their votes should be cast when called upon to vote, then they shall be treated as having abstained.

Notwithstanding the foregoing provisions of this Article, during the period of Declarant's control as described in the Declaration, the Declarant has the right to appoint and remove all members of the Board of Directors of the Association and all officers of the Association, with such right phasing out as to some directors prior to such termination as provided in the Declaration and/or By-Laws.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors which shall initially have three members. Directors shall be Members which, in the case of corporate or partnership Members, shall include the general partners, officers and directors of each such corporate or partnership Member; provided that during the period of Declarant's control (as provided for in the Declaration and/or By-Laws), Declarant may appoint any person as a Director. The number of Directors may be changed by amendment to the By-Laws of the Association. The names and addresses of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
William L. Williams	Post Office Box N Edwards, CO 81632
A. Leonard Nacht	Post Office Box N Edwards, CO 81632
Deborah L. Christner	Post Office Box N Edwards, CO 81632

The number of directors, method of election, term of office, removal and filling of vacancies shall be as set forth in the ByLaws.

ARTICLE IX - OFFICERS

The Board of Directors of the Association will appoint a President, a Secretary and a Treasurer, and may appoint one or more vice presidents and such other officers as the Board, in accordance with the provisions of the By-Laws and as the Board of Directors believes will be in the best interests of the Association. The officers shall have such duties as may be prescribed by the By-Laws of the Association, and shall serve at the pleasure of the Board of

Directors. Notwithstanding the foregoing provisions of this Article, the Declarant shall have the right to appoint officers during the period of Declarant's control as described in the Declaration.

ARTICLE X - DIRECTOR'S LIABILITY

To the fullest extent permitted by the Act, as it exists on the date hereof or as it may hereafter be amended, no director of the Association shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE XI - INDEMNIFICATION

The Association shall have the power to indemnify any Director against any liability asserted against or incurred by him in such capacity or arising out of his status as a Director to the maximum extent permitted by law. "Director", for purposes of this Article, shall mean any individual who is or was a Director of the Association and any individual who, while a Director of the Association, is or was serving at the Association's request as a member of any architectural control board or committee or other committee, as described above. The Association will pay for or reimburse the reasonable expenses (including attorney's fees) incurred by a Director who is a party to a proceeding in advance of final disposition to the maximum extent permitted by law. The Association shall have the power to indemnify and advance expenses to any officer, employee or agent who is not a Director as may be authorized by the Board of Directors (in their discretion) or when required by applicable law. The Association may purchase and maintain insurance on behalf of any individual who is or was a Director, officer, employee, fiduciary or agent of the Association, or who, while a Director, officer, employee, fiduciary or agent of the Association, is or was serving at the request of the Association as a Director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against or incurred by him in such a capacity or arising out of his status as such, whether or not the Association would have had the power to indemnify him against such liability under applicable law.

ARTICLE XII - MERGER, CONSOLIDATION AND DISSOLUTION

The Association may merge or consolidate only in accordance with the procedures set forth in the Act, as it may be amended from time to time. The Association may be dissolved only in accordance with the Act, as it may be amended from time to time. In the event of dissolution, the assets of the Association shall be distributed among its members in proportion to their respective Allocated Interests as set forth in the Declaration.

ARTICLE XIII - AMENDMENTS

These Articles of Incorporation may be amended only in accordance with the procedures set forth in the Act, as it may be amended from time to time. Unless otherwise required by the Act, amendments to these Articles of Incorporation for the sole purpose of complying with the requirements of any governmental or quasi governmental entity or institutional lender authorized to fund, insure or guarantee mortgages on individual Units, may be adopted by resolution of the Board of Directors and no Members shall be entitled to vote on any amendment to these Articles of Incorporation for such purpose.

ARTICLE XIV - MISCELLANEOUS

A. Except as to a change in the number of Directors made by amendment to the By-Laws, whenever a provision of the Articles of Incorporation is inconsistent with a by-law, the provision of the Articles of Incorporation shall be controlling. Whenever a provision of the Articles of Incorporation is inconsistent with the Declaration, the provisions of the Declaration shall be controlling.

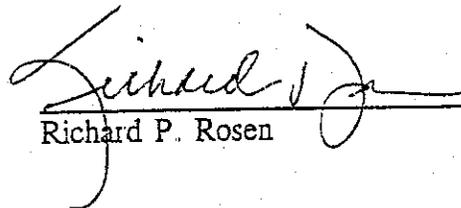
B. Unless otherwise defined herein, the words used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration, unless the context shall prohibit.

ARTICLE XIV - INCORPORATOR

The name and address of the incorporator is:

Richard P. Rosen
c/o Richard P. Rosen, P.C.
1120 Lincoln Street, #1100
Denver, Colorado 80203

DATED this 4th day of October, 1995.

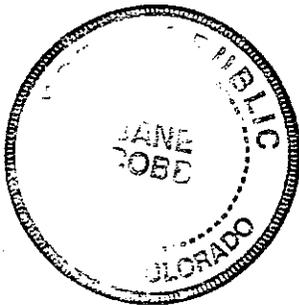

Richard P. Rosen

STATE OF COLORADO)
)
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 4th day of October, 1995 by Richard P. Rosen, who being by me first duly sworn declared that he was the person who signed the foregoing document as incorporator and that the statements, therein contained, are true.

Witness my hand and official seal.

My commission expires: ~~_____~~ My Commission Expires July 21, 1996



Jane Robb
Notary Public