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Certificate of Incorporation

354369

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78 AUG 25 1978  
Suggler Mobile Home Owners Association

The undersigned, acting as incorporator of a corporation, association under Colorado Revised Statutes 1973 Article 50, Corporation Associations, adopts the following Certificate of Incorporation for such association.

Article I

Name

The name of the association shall be:  
Suggler Mobile Home Owners Association

Article II

Duration

The period of duration of the corporation shall be perpetual.

Article III

Purposes

The purposes for which the corporation is organized are as follows:

- A. To be and institute the Association as the representative of the members thereof for any purpose or activity legally permitted by the laws and statutes of the State of Colorado.
- B. To perform the obligations and duties and exercise the rights and powers of the Association allowed by the laws and statutes of the State of Colorado.
- C. To provide an entity for the furtherance of the interests of all or any group of members of the Association.
- D. To establish and maintain the Association and the members of their mobile home in a manner to enhance and protect their value, desirability and attractiveness.

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Article IV

Powers:

In furtherance of its purposes, but not otherwise, the Association shall have the following powers:

A. All the powers conferred upon cooperative associations by the common law and statutes of the State of Colorado.

B. All the powers necessary or desirable to perform its obligations and duties and exercise the rights and powers of the Association, including without limitation, the following powers:

1. To make and collect assessments against members of the Association for the purpose of defraying the costs, expenses and any losses of the Association.

2. To manage, control, operate, maintain, repair and improve common elements or property of the Association.

3. To enforce covenants, restrictions or conditions affecting any property to the extent the Association may be bound under any covenants, restrictions or conditions.

4. To make and enforce rules and regulations which may be promulgated by the Association.

5. To engage in activities and endeavors which are not otherwise hereafter be allowed or permitted by law to actively promote, and advance the common elements of the Association.

6. The powers specified in each of the paragraphs and sub-paragraphs of this Article are independent powers and shall not be restricted by reference to or inference from the terms of any other paragraph, subparagraph or provision of this Article except to the extent specifically stated in this Article.

Article V

Memberships:

This Association shall be a membership association without certificates or shares of stock. There shall be one membership for each owner of a mobile home in the Smuggler Mobile Home Park as they may now or hereafter exist. No person or entity other than an owner of a mobile home may be a member of the Association.

The rights of all members of the Association shall be identical, with each membership being entitled to one vote. The owner or owners of a mobile home in the same proportionate interests and by the same type of tenancy in which the title to the mobile home is held.

The Association may suspend the voting rights of a member for failure to comply with rules or regulations of the Association or with any other obligations of the owners of a mobile home unit under these Articles or By-Laws of the Association.

A membership in the Association and the share of a member in the assets of the Association shall not be assigned, encumbered or transferred in any manner except appurtenant to transfer of title to a mobile home to which the membership pertains; provided, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust or other security instrument on a mobile home unit, as further security for a loan secured by a lien on such unit. A transfer of membership shall occur automatically upon transfer of title to the mobile home unit to which the membership pertains; provided, however, that the By-Laws of the Association may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the Association.

The initial capital subscription for each member shall be twenty-five (\$25.00) dollars.

Members shall have no preemptive rights to purchase other mobile home units or the membership appurtenant thereto.

The By-Laws may contain provisions, not inconsistent with the foregoing, setting forth the rights, privileges, duties and responsibilities of the members.

#### Article VI

##### Board of Directors

The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors.

The Board of Directors shall consist of not fewer than three nor more than nine members, the specific number to be set forth from time to time in the By-Laws of the Association. A change in these limits shall be made only by amendment to this Certificate of Incorporation. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. In the absence of any provision in the By-Laws, the Board shall consist of five members.

Members of the Board of Directors shall be elected at the annual meeting of the members in the manner provided in the By-Laws. A director may be a representative of a member or a non-member, but such directors shall not constitute a majority of the Board of Directors. In all elections for directors a majority of the voting shall be required.

The Board of Directors, by resolution adopted by a majority of the directors in office, may create an Executive Committee of the Board. The number of members of the Executive Committee and the persons who shall be members thereof shall be determined by the Board of Directors, consistent with applicable law. Except to the extent limited by resolution of the Board of Directors and applicable law, except to the extent limited by resolution of the Board or applicable law, the Executive Committee shall have and exercise all the authority of the Board of Directors.

The initial Board of Directors shall consist of the following five directors.

<u>Name</u>	<u>Address</u>
Dean D. Young	P. O. Box 684, Aspen, CO 81611
Paul Hawwi	P. O. Box 350, Aspen, CO 81611
David Wuester	P. J. Box 8003, Aspen, CO 81611
Dorothy Y. Winagle	P. O. Box 1432, Aspen, CO 81611
Elmer Stutzman	P. O. Box 441, Aspen, CO 81611

Each director shall serve for such period until further selection of directors may be made by election pursuant to the By-Laws of the Association.

Article VII

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Officers

The Board of Directors may appoint a President, one or more Vice Presidents, a Secretary and Treasurer and such other officers as the Board of Directors believes may be in the best interests of the Association. The officers shall have such duties as are prescribed in the By-Laws of the Association and shall serve at the pleasure of the Board of Directors.

Article VIII

Initial Registered Office and Agent

The initial registered office of the Association shall be at Space No. 31, Smuggler Mobile Home Park, Aspen, Colorado, and the mailing address shall be P. O. Box 4946, Aspen, Colorado. The initial registered agent at such address shall be Dean D. Young.

Article IX

Incorporators

The incorporators of this Association shall be:

<u>Name</u>	<u>Address</u>
Dean D. Young	P. O. Box 4946, Aspen, CO 81602
Paul Hamwi	P. O. Box 350, Aspen, CO 81602
David Wuester	P. O. Box 2902, Aspen, CO 81602
Dorothy Y. Wisagle	P. O. Box 1432, Aspen, CO 81602
Elmer Stutzman	P. O. Box 441, Aspen, CO 81602

Article X

Amendments

Amendments to this Certificate of Incorporation shall be adopted, if at all, in the manner set forth in the By-Laws.

Signed in duplicate originals this date:

Date Aug 22, 1979

Dean D. Young P.O. 4946 Aspen Colorado  
Name Address  
Dean D. Young

Paul Hamwi P.O. 350 Aspen Colorado  
Name Address  
Paul Hamwi

David Weaver  
David Weaver

P.O. Box 8003 Aspen, CO 81602

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Morothy Winagle  
Morothy Winagle

P.O. Box 1433 Aspen, CO

Elmer Stutsman  
Elmer Stutsman

P.O. Box 1441 Aspen, CO

Notary Public

I, Radue F. Simpson, a Notary Public, hereby certify that Dean D. Young, Paul Hamel, David Weaver, Morothy Winagle and Elmer Stutsman, known to me to be the persons whose names are subscribed to foregoing Certificate of Incorporation, appeared before me this date in person and being by me first duly sworn, acknowledged and declared that they signed said Certificate of Incorporation as their free and voluntary act and deed for the uses and purposes therein set forth and that the statements therein contained are true.

My Commission Expires: April 20 1992

Witness my hand and notarial seal this date.

August 22 1989  
Date

Radue F. Simpson  
Notary Public

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SECRETARY OF STATE'S OFFICE

STATE OF COLORADO

MAIL, TYP  
Colorado Secretary of State  
Corporations Office  
1225 Sherman St., 2nd Fl  
Denver, CO 80203  
(303) 866-2261

For Office Use Only

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH

DNO 354367

To the Secretary of State of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act and the Limited Partnership Act of 1941, the undersigned corporation or Limited Partnership organized under the laws of the State of Colorado, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the state of Colorado:

First: The name of the corporation or Limited Partnership is:

SAUGLER, WILLE, MORE OWNERS' ASSOCIATION - a cooperative corporation

Second: the address of its REGISTERED OFFICE is 611 West Main Street, Aspen, Colorado 81611

Third: The name of its REGISTERED AGENT is Brooke A. Peterson

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is Saugler Trailer Park, Aspen, Colorado

SAUGLER, WILLE, MORE OWNERS' ASSOCIATION, (State 1)  
ATTORNEY, a cooperative corporation

By Elizabeth Spencer (Note 2)

is XXXX President  
is \_\_\_\_\_ Registered Agent (Note 3)  
is \_\_\_\_\_ General Partner

Subscribed and sworn to before me this 20th day of Nov, 1982

My commission expires 12/31/83

Brooke A. Peterson  
Notary Public (Note 4)  
Address \_\_\_\_\_

- Note 1: Exact name of corporation or Limited Partnership making the statement.
- Note 2: Signature and title of officer signing for the corporation, or if the President or Vice-President for a Limited Partnership must be a General Partner of
- Note 3: Regarding per se corporations: This statement may be executed by the registered agent who, if not a registered address change, a copy of this statement has been forwarded to the corporation by the registered agent.
- Note 4: Signature of Notary Public must be exactly as shown on Notary Public and is not agree with the seal of the notary.

COMPLIANCE

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RECORDED

AMENDMENTS

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ARTICLES OF INCORPORATION

PURSUANT TO C.R.S., 7-55-109, the undersigned cooperative association adopts the following Article of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is the SMUGGLER MOBILE HOME OWNERS' ASSOCIATION.

SECOND: The following amendments were adopted by the members of the cooperative association as of March 15, 1982, in the manner prescribed by Colorado Cooperative Association's Act:

ARTICLE IV, Powers, shall be amended to add the following powers:

C) To acquire by purchase, lease or otherwise, the land and improvements erected or to be erected, known as Smuggler Mobile Home Park, Aspen, Colorado; to hold, operate, manage, sell, or exchange and lease the same and the several parts; to do and transact all other lawful business incident to, necessary and suitable or advisable for, or in any way connected with such purpose for which the Association is formed as above set forth. The primary purpose of this Association is to provide mobile home spaces for its shareholders by leasing to them, under leases now commonly known as proprietary leases, mobile home spaces on such premises, and all of its shareholders shall be entitled solely by reason of their ownership of shares in the Association to proprietary leases, entitling them to occupy for dwelling purposes mobile home spaces in the premises.

D) To improve, rebuild, manage, and operate the property described above; to rent, lease, and sublease mobile home spaces to its shareholders upon such terms and for such periods as any individual might or could; to procure the necessary permits or licenses from municipal authorities



for the operation of a mobile home park, and to do and perform every act required by law to be done or performed in the maintenance and operation of any type of mobile home park; to maintain and operate the necessary conveniences, such as may be required in the proper operation of any mobile home park; to mortgage or otherwise encumber its real property and improvements thereon and equipment thereof; to sell, exchange or otherwise transfer, convey or dispose of real estate, in whole or in part, or lease the same in whole or in part, for cash or by taking purchase money bonds and mortgages in payment therefor or for valuable consideration of any character; to buy, sell and deal in bonds and loans secured by mortgages; and generally to deal with and act in relation to such real estate and any and every part thereof and to the fullest extent that a corporation organized under the laws of the State of Colorado is lawfully empowered to do.

E) To acquire by purchase, or lease, or by way of a secured transaction or otherwise, any personal property necessary or proper or useful in the operation or management of the mobile home park, and to trade or deal in any personal property beneficial to the Association, and to enter into security agreements in connection with, and to pledge, sell, let or otherwise dispose of any personal property at any time owned or held by the Association.

F) To purchase, acquire, hold and dispose of corporate shares or rights to subscribe thereto bonds, and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor, its shares, bonds, or other obligations; to possess and exercise in respect thereto all rights, powers and privileges of individual holders or owners thereof; and to exercise any and all voting power thereon, to purchase, hold and reissue its own shares, insofar as permitted by law, and to purchase and hold its own bonds, and to take and acquire and hold or sell and dispose of bonds and mortgages and assignments thereof.

G) To borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures and obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, security agreement or otherwise, without limit as to amount and to secure the same by mortgage, security agreement, or pledge of its property or otherwise provided the same is permitted by the laws of the State of Colorado.

H) To compromise or settle any claims, debts, leases, tenancies, or occupancies asserted by or against the Association.

I) To do all and everything necessary, suitable,

convenient or proper for the accomplishment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which at any time appear conducive or expedient for the protection or benefit of the Association, either as holders of, or as interested in any property or otherwise, with all the powers now or hereafter conferred by the laws of the State of Colorado."

ARTICLE V, Membership, shall be amended to read in its entirety as follows:

"The Association shall be empowered to issue eighty seven (87) shares of no par value, and the Board of Directors shall be authorized to set the value of each share. All such shares shall be common shares and shall be issued in connection with and delivery by the purchaser and the Association of a proprietary lease of a mobile home space in the mobile home park owned by the Association.

The rights of all members of the Association shall be identical, with each member being entitled to one vote. The owner or owners of a share shall vote their share in the same proportionate interests and by the same type of tenancy in which the title to the share in the Association is held.

The Association may suspend the voting rights of a member for failure to comply with rules or regulations of the Association, or with any other obligations of the owners of a mobile home unit under these Articles of By-Laws of the Association.

A membership in the Association and the share of a member in the assets of the Association shall not be assigned, encumbered or transferred in any manner except appurtenant to transfer of title to a mobile home to which the membership pertains; PROVIDED, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust, or other security instrument by a lien on such unit. A transfer of membership shall occur automatically upon transfer of title to the mobile home unit to which the membership pertains; SUBJECT, however to the terms and conditions, as established in the By-Laws of the Association with respect to such transfers.

Members shall have no pre-emptive rights to purchase other mobile home units or the membership appurtenant thereto.

The By-Laws may contain provisions, not inconsistent with the foregoing, setting forth the rights, privileges

duties and responsibilities of the members of the Association."

SMUGGLER MOBILE HOME OWNERS' ASSOCIATION

BY: Elizabeth Johnson  
President  
and Jeff Finesilver  
Secretary

STATE OF COLORADO )  
                                  ) ss.  
COUNTY OF PITKIN )

Before me, Brooke A. Peterson, a Notary Public, in and for said County and State, personally appeared Elizabeth Johnson and Jeff Finesilver, who acknowledge before me that they are the President and Secretary, respectively, of the Smuggler Mobile Home Owners' Association, a Colorado Cooperative, and that they signed the foregoing Articles of Amendment as their free and voluntary act and deed of the uses and purposes therein set forth, and that the facts therein are true.

In witness whereof, I have hereunto set my hand and seal this 2nd day of April, 1982.

My commission expires: 1-1-1985

Brooke A. Peterson  
Notary Public  
Address: 611 West Main Street  
Aspen, Colorado 81611

DNO 34367

5 25960

CERTIFICATE OF ASSUMED NAME

THE UNDERSIGNED, being the President and Secretary of SMUGGLER MOBILE HOME OWNERS' ASSOCIATION, hereby certifies under oath as follows:

(1) The name of the corporation is SMUGGLER MOBILE HOME OWNERS' ASSOCIATION, and its principal office is Post Office Box 606, Aspen, Colorado 81612.

(2) The name other than the corporate name under which business is carried on is "SMUGGLER MOUNTAIN PARK, INC."

(3) The principal business under which the assumed name is carried on is the ownership, operation and management of a mobile home park in Aspen, Colorado, for the benefit of the shareholders of the corporation.

DATED THIS 20 DAY OF May, 1983.

SMUGGLER MOBILE HOME OWNERS' ASSOCIATION

By: Elizabeth Johnson  
President

Attest:  
Michael Sekars  
Secretary

I, ELIZABETH JOHNSON, being President of SMUGGLER MOBILE HOME OWNERS' ASSOCIATION, hereby acknowledge under oath that the above statements are true and correct as of the date hereof.

Elizabeth Johnson  
Elizabeth Johnson

STATE OF COLORADO )  
                          ) ss.  
COUNTY OF PITKIN )

The foregoing was sworn to and subscribed before me this 20 day of May, 1983, by ELIZABETH JOHNSON.

My commission expires: 1/06/85  
Witness my hand and official seal  
[Signature]  
Notary Public  
Address: 600 W. ...

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