

FILED

JUN 26 1980

STATE OF COLORADO
DEPARTMENT OF STATE

ARTICLES OF INCORPORATION

OF

TALL PINES CONDOMINIUMS
HOMEOWNERS ASSOCIATION

In compliance with the requirements of Colorado Revised Statutes, 1973, and amendments thereto under Title 7, Articles 20 through 29, known as the "Colorado Nonprofit Corporation Act", the undersigned, all natural persons of full age, have and hereby acknowledge their intent to form a corporate entity under and by virtue of said law.

ARTICLE I

The name of the corporation is Tall Pines Condominiums Homeowners Association, hereinafter named the "Association".

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The nature, objects and purposes of the Association shall not be for pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for the acquisition, construction, management, maintenance, care and architectural control of the condominium units and common areas within that certain real property described as:

Tall Pines Condominiums, according
to the recorded map thereof,
County of Grand,
State of Colorado,

also known as:

Lots 1, 2 and 3,
Block 3
HIDEAWAY PINES SUBDIVISION,
County of Grand,
State of Colorado,



[Handwritten signature]

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

A. Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in any declaration, covenant, condition or restriction applicable to the property and recorded or to be recorded in the office of the Clerk and Recorder, within the county in which the property is located, and as the same may be amended from time to time as therein provided, with the same being incorporated herein as though fully set forth;

B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of any By-Law of the Association, declaration, covenant, condition or restriction applicable to the property, hereinabove referred to; to 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, where authorized.

ARTICLE IV

In furtherance of the purposes set forth in Article III of these Articles of Incorporation, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized

under and pursuant to the laws of the State of Colorado, In addition, the corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

ARTICLE V

Every person or entity who is a record owner of a fee or undivided fee interest in any unit which is subject to the declarations, covenants, conditions or restrictions of record, of the property hereinbefore described, shall be a member of the Association, as those terms are set forth and defined within the Declarations of Tall Pines Condominiums Homeowners Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. In the event any such ownership is joint or in tenancy in common, the membership as to such unit shall be joint and a single membership for such unit shall be issued in the names of all of the owners, and they shall designate to the Association in writing at the time of issuance, one person who shall hold the membership and have the power to vote said membership. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the Association. The ownership of such unit shall be the sole qualification for membership.

ARTICLE VI

The association shall have two (2) classes of voting membership, as more fully set forth in the By-Laws of Tall Pines Condominiums Homeowners Association.

ARTICLE VII

The affairs of the Association shall be managed by a Board of three (3) directors who need not be members of the Association

until such time as all units within the aforescribed property are sold to good faith purchasers, after which last conveyance, all directors shall be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Carlton Ward c/o Richard, Nodine, Gilkey
 P. O. Box 349
 Tampa, FL 33601

Stephen Barasch 2335 Edgewater Lane
 Largo, FL 33544

Charles E. Doyle 1997 Super Drive
 Campbellsport, WI 53010

The directors shall serve for a term of one (1) year, except at the first annual meeting of the Association, the members shall elect directors to serve for a term of one (1) year.

ARTICLE VIII

The address of the initial registered office of the Association is Suite 103, Pine Tree Plaza, P. O. Box 1409, Winter Park, Colorado 80482, and the initial registered agent of the Association at such address is Don A. Smith.

ARTICLE IX


To the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire membership.

ARTICLE X

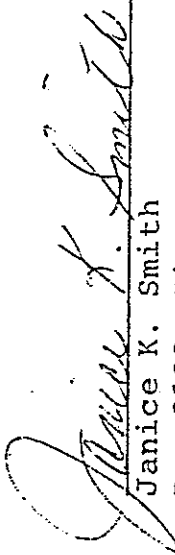
Don A. Smith, Janice K. Smith, and Lewis E. Ecker, acting as the incorporators under the Colorado Nonprofit Corporation Act, sign and acknowledge these Articles of Incorporation for such Corporation on the date indicated below.

DATE: December 15, 1989


INCORPORATORS:



Don A. Smith
Box 3128, Winter Park, CO 80482



Janice K. Smith
Box 3128, Winter Park, CO 80482




Lewis E. Ecker
Box 71, Winter Park, CO 80482

STATE OF COLORADO)
) ss.
COUNTY OF GRAND)

The foregoing instrument was acknowledged before me this 15th day of December, 1989 by Don A. Smith, Janice K. Smith and Lewis E. Ecker.

Witness my hand and official seal.

My Commission expires: January 18, 1993



Brenda L. De Clair
Notary Public