

STATE OF COLORADO

DEPARTMENT OF
STATE



NONPROFIT
CERTIFICATE OF
INCORPORATION

I, Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and acknowledged pursuant to the provisions of the Colorado Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

-----COPPER MOUNTAIN LOT B PARKING ASSOCIATION-----
(A COLORADO NONPROFIT CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this -----Sixteenth----- *day of* -----March-----, *A. D.* 19 73.

Byron A. Anderson
SECRETARY OF STATE

BY *Jessie J. Connelly*
DEPUTY

BYRON A. ANDERSON

Secretary of State

MAR 16 1973

ARTICLES OF INCORPORATION
OF
COPPER MOUNTAIN LOT B PARKING ASSOCIATION

(A corporation organized under the
Colorado Nonprofit Corporation Act)

ARTICLES OF INCORPORATION

of

COPPER MOUNTAIN LOT B PARKING ASSOCIATION

FIRST: The name of the Corporation is COPPER MOUNTAIN LOT B PARKING ASSOCIATION.

SECOND: The Corporation shall have perpetual existence.

THIRD: (a) Purposes. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Colorado Nonprofit Corporation Act (the "Act"), including in particular, but without in any way limiting the generality of the foregoing, (i) to serve as a representative body of persons having a proprietary interest in the use and maintenance of the parking facilities on Lot B, Copper Mountain Filing No. 1, Summit County, Colorado, and (ii) to lease said Lot B from Copper Mountain, a Colorado limited partnership.

(b) Powers. In furtherance of the foregoing purposes the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under the Act or otherwise. The Corporation shall also have the power to assess and collect from its members annually such amounts as may be deemed necessary

to enable the Corporation to fulfill its purposes, and such assessments shall be levied in the manner provided for in the then currently applicable By-laws of the Corporation. In addition, the Corporation may do everythin necessary, suitable or proper for the accomplishment of any of its corporate purposes.

(c) Restrictions on Powers. (i) No dividends shall be paid to, and no part of the income, profit or net earnings of the Corporation shall inure to the benefit of, any member, director or officer of the Corporation or any other provate individual, except that reasonable compensation may be paid for services rendered to or for the Corporation and incidental benefits may be conferred on the members in pursuance of the Corporation's purposes.

(ii) No loans shall be made by the Corporation to its directors or officers.

(iii) No part of the assets of the Corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or other individual.

Notwithstanding the foregoing provisions of this Article Third, on dissolution the Corporation may distribute its assets to its members as permitted by the Act.

FOURTH: The Corporation shall have one class of members, each member having the voting rights attributable to him under the By-laws.

FIFTH: The affairs of the Corporation shall be managed and administered by a Board of Directors. The Board of Directors shall initially consist of three directors, who shall hold office until the first annual election of Directors and until their respective successors are elected. The names and mailing addresses of those who shall serve as such directors are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Melvin D. Beckett	2201 West 32nd Avenue Denver, Colorado 80211
E. Packard Anderson	738 Pearl Street Denver, Colorado 80203
Lester Hall	2377 South Monaco Parkway Denver, Colorado 80222

SIXTH: Except to the extent that the By-laws otherwise provide, the Board of Directors shall have the power, from time to time, to make, amend, alter or repeal such By-laws as they shall deem proper for the management of the business and affairs of the Corporation and which shall be in accordance with the Act and the Articles of Incorporation as herein expressed or hereafter amended.

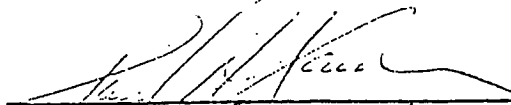
SEVENTH: The address of the initial registered office of the Corporation is 2526 Prudential Plaza, Denver, Colorado 80202. The name of its initial registered agent at such address is Charles D. Lewis.

EIGHTH: The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Paul A. Jacobs	1700 Broadway, Suite 1010 Denver, Colorado 80202

NINTH: The Corporation reserves the right to alter, amend, change or repeal any provisions contained in these Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed by the laws of the State of Colorado, and all rights herein conferred upon members and directors are granted subject to such reservation.

I, the undersigned, being the incorporate hereinbefore named, for the purpose of forming a corporation in pursuance of the Colorado Nonprofit Corporation Act, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein are true, and accordingly have hereto set my hand this 25th day of February, 1973.

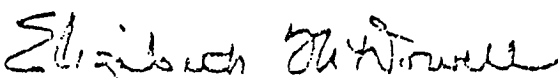


 Paul A. Jacobs

VERIFICATION

STATE OF COLORADO)
) ss.
 CITY AND COUNTY OF DENVER)

I, Elizabeth McDowell, a notary public, hereby certify that on the 25th day of February, 1973, personally appeared before me PAUL A. JACOBS, 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.



 Notary Public
March 29 1974.

My commission expires: