

NOT RECORDED

ARTICLES OF INCORPORATION
OF
700 GOLFMORE ASSOCIATION, INC.

154237 8-5

In compliance with the requirements of Articles 20 through 29, Title 7, Colorado Revised Statutes 1973, the undersigned, who is a resident of 1262 Bookcliff #3, Grand Junction, Colorado 81501, and of full age, does this day voluntarily adopt the following for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

The name of the corporation is 700 GOLFMORE ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The registered office and principal office of the Association is located at 510 Valley Federal Plaza, Grand Junction, Colorado 81501.

ARTICLE III

John M. Porter, whose address is 510 Valley Federal Plaza, Grand Junction, Colorado 81501, is hereby appointed the initial registered agent of this Association.

ARTICLE IV
PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Common Elements of the Condominium Project within that certain tract of property described as:

Lots 15 and 16, in Block 6, of FAIRWAY PARK, and Beginning at the Northeast Corner of Lot 15 in said Block 6, thence East 100 feet, thence South 310 feet, thence West 100 feet to the Southeast Corner of Lot 16 in said Block 6, thence North 310 feet to the Point of Beginning.

and to promote the health, safety and welfare of the Owners within the above-described property as may hereafter be brought within the jurisdiction of this Association for this purpose 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 Declaration of Viking Condominiums, hereafter called the "Declaration", applicable to the property and recorded or to be recorded in the

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Office of the Mesa County Clerk and Recorder and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(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 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;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Elements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Colorado by law may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Condominium Unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. 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.

ARTICLE VI
VOTING RIGHTS

The Association shall have one class of memberships. Each membership shall be entitled to that percentage of vote as is set forth in Exhibit "A" to the Declaration; provided, however, the Declarant shall retain the right to elect the Association Board of Managers until the happening of either of the following events, whichever occurs first:

(a) Nine (9) Condominium Units having been conveyed by Deed from the Declarant to Owners, or

(b) Two (2) years following the date of recording of the Declaration in the records of the Mesa County Clerk and Recorder's records.

ARTICLE VII
BOARD OF MANAGERS

The affairs of this Association shall be managed by a Board of three Managers, who need not be members of the Association. The number of managers 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 managers until the selection of their successors are:

W. R. Bray
1015 North 7th Street
Grand Junction, Colorado 81501

Frank Prinster, Jr.
167 Pound Hill Drive
Grand Junction, Colorado 81501

John M. Porter
510 Valley Federal Plaza
Grand Junction, Colorado 81501

At the first annual meeting, the members shall elect one manager for a term of one year, one manager for a term of two years, and one manager for a term of three years; and at each annual meeting thereafter, the members shall elect one manager for a term of three years.

ARTICLE VIII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. 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 such similar purposes.

ARTICLE IX
DURATION

The corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, I, the undersigned, the incorporator of this Association, have executed these Articles of Incorporation this 22nd day of October, 1981.



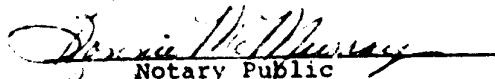
John M. Porter

STATE OF COLORADO)
) ss.
COUNTY OF MESA)

The foregoing instrument was acknowledged before me this 22nd day of October, 1981, by John M. Porter.

My Commission expires Nov 19 1983.

Witness my hand and official seal.



Notary Public
1700 4th St
Grand Junction, CO 81502
Address

STATE OF COLORADO
STATEMENT OF CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT

OR 3494387

TYPE OR PRINT CLEARLY PLEASE READ INSTRUCTIONS ON REVERSE SIDE

FOR OFFICE USE ONLY

The above Corporate Name, former Registered Office & current Registered Agent are:

700 GOLFMORE ASSOCIATION, INC.
510 VALLEY FEDERAL PLAZA
GRAND JUNCTION, CO 81501

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 COLO. DEPT. OF STAT.
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Corporate Name named herein on the following statement:

The State of Incorporation is: Colorado

The complete street address of the Corporation's REGISTERED OFFICE shall be changed to:
702 Golfmore Drive NE, Grand Junction, Colo. 81501

The name of the Corporation's SUCCESSOR REGISTERED AGENT is:
Patrick A. Snyder

The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, in charge, are as indicated.

The complete street address of the Corporation's principal place of business in Colorado is:
702 Golfmore Drive NE, Grand Junction, Colo. 81501

STATE OF Colorado
 COUNTY OF Hess

Witness to the provisions of Title 7, C.R.S. 1973, I, Ray A. Meachen (Name of President or a Vice-President)
 President of 700 Golfmore Association, Inc. (Name or Country of Inc. State)
 (Corporate Name)

competent, being duly sworn or affirmed, depose and declare that the statement has been executed by me and to the best of my knowledge is true, correct and complete.

Corporate Name: 700 Golfmore Association, Inc.
Ray A. Meachen
 (Signature)

Subscribed and sworn to before me this 7th day of April
 My commission expires July 30, 1986

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Patrick A. Snyder
 (Signature)

Form OR
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SUBMIT THIS STATEMENT WITH PAYMENT TO:
 CORPORATE REPORT SECTION
 DEPARTMENT OF STATE
 P.O. BOX 5981
 DENVER, CO 80217-2901

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STATE OF COLORADO
STATEMENT OF CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT

PLEASE PRINT CLEARLY
 The exact Corporate Name (current Registered Agent) is
 Agent or CLIN M. POTTER
700 GOLFMORE ASSOCIATION, INC.
310 VALLEY FEDERAL BANK
CANAL JULIEN, CO.

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The Corporation named herein makes the following statement

The State or Country of Incorporation is: Colorado

The complete street address of the Corporation's REGISTERED OFFICE shall be changed to
702 Golfmore Drive #E, Grand Junction, Colo. 81501
 The name of the Corporation's SUCCESSOR REGISTERED AGENT IS:
Patricia A. Snyder

The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical

The complete street address of the Corporation's principal place of business in Colorado is
702 Golfmore Drive #E Grand Junction, Colo. 81501

STATE OF Colorado)
 COUNTY OF Mesa) ss

Pursuant to the provisions of Title 7, C.R.S. 1973, I, Ray A. Meacham (No. as of President or a Vice-President)
 of 700 Golfmore Association, Inc. a Colorado (State or Country of Incorporation)

corporation, being duly sworn or affirmed, depose and declare that the statement has been examined by me and to the best of my knowledge and belief,
 is true, correct and complete.

Corporate Name: 700 Golfmore Association, Inc.
 By: Ray A. Meacham
 (Authorized Signature)
 President Vice-President

Subscribed and sworn to before me this 7th day of April 1983
 My commission expires July 30, 1986

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Susan J. Ricks
 Notary Public
5811 W. Durango
 Address

Form CPT
 Rev. 1982

Filing Fee \$5.00

SUBMIT THIS STATEMENT WITH PAYMENT TO:
 CORPORATE REPORT SECTION
 DEPARTMENT OF STATE
 P.O. BOX 5861
 DENVER, CO 80217-5861