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MAIL TO:
COLORADO SECRETARY OF STATE
CORPORATIONS OFFICE
1560 Broadway, Suite 200
Denver, Colorado 80202
(303) 894-2200

for office use only

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

941046332 \$25.00
SOS 04-21-94 08:30

DA 871354369

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: The name of the corporation is Smuggler Mobile Home Owners' Association (NOTE 1)

SECOND: The following amendment of the Articles of Incorporation was adopted on the 2nd day of February 19 94, in the manner prescribed by the Colorado Nonprofit Corporation Act, according to the procedure marked with an X below:

a quorum of members was present at such meeting, and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

there are no members, or no members entitled to vote thereon, such amendment received the vote of a majority of the directors in office.

The name of the Corporation has been changed to Smuggler Home Owners' Association.
See attached Articles of Amendment.

COMPUTER UPDATE COMPLETE
JM

BEV CAMPBELL

X

Bev Campbell
Its _____ President

PATRICIA A. SIMPSON

and X

Patricia Simpson
Its _____ Secretary



NOTE (1) If this is a change of name amendment, the name to be typed in PARAGRAPH FIRST is the corporation name before this amendment is filed.

**SMUGGLER MOBILE HOME OWNERS' ASSOCIATION
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

941035893 \$10.00
SOS 03-28-94 08:30

Smuggler Mobile Home Owners' Association, a Colorado Non Profit Corporation, having its principal office at 301 Oak Lane, Aspen, Colorado 81611 (hereinafter referred to as the "Association") hereby certifies to the Secretary of State that:

FIRST: The name of the Association is Smuggler Mobile Home Owners' Association.

SECOND: The Articles of Incorporation are hereby amended by amending Article I, Definitions, Section 1 to read as follows:

Section 1. "Association" shall mean and refer to the Smuggler Home Owners' Association, a non-profit Colorado corporation, its successors and assigns.

THIRD: The Articles of Incorporation are hereby amended by striking Articles III, IV, V, VI and VIII in their entirety and substituting in lieu thereof the following:

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ARTICLE III

I. Non Profit Purpose

The Association is formed for the principal purpose for which a corporation may be formed under the Colorado Non Profit Corporation Act (hereinafter referred to as "Act") and not to distribute income or profit to its members, directors or officers, except to the extent permitted under the Act.

II. Purposes

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

A. To be and to constitute the Association referred to in the Condominium Declaration for Smuggler Mobile Home Park Subdivision (hereinafter referred to as "Declaration"), and recorded in the office of the County Clerk and Recorder of Pitkin County, Colorado, which Declaration established a plan of ownership for certain real property known as Smuggler Mobile Home Park situate within Pitkin County, Colorado, described within the Declaration (this property hereinafter referred to as "the Mobile Home Park").

B. To perform the obligations and duties, and to exercise the rights and powers of the Association as set forth in the Declaration.

C. To purchase or otherwise acquire and own, hold, manage, maintain, rehabilitate, improve, develop and sell, lease exchange, encumber or otherwise dispose of and deal in real property, whether improved or unimproved, and any interest therein, of every kind and description, whether in connection with or incident or related to the foregoing purposes.

D. To purchase or otherwise acquire and own, hold, manage, maintain, rehabilitate, improve, develop and sell, lease exchange, encumber or otherwise dispose of and deal in personal property in connection with or incident or related to the foregoing purposes.

E. To provide an entity for the establishment and maintenance of the Mobile Home Park as a prime residential mobile home park of the highest quality and value, and further to do all things necessary and proper to enhance and protect its value, desirability and attractiveness.

ARTICLE IV
Powers

In furtherance of its purposes, the Association shall have the following powers:

A. All those powers conferred on non-profit corporations under the Act.

B. All those powers necessary to perform obligations and duties and to exercise the rights and powers of the Association as set forth in the Declaration.

C. To do everything necessary, suitable or proper for the accomplishment of any of its non-profit corporate purposes, including, but without limitation thereto, the following:

1. To make and collect assessments whether annual, special or otherwise against members for the purpose of defraying the costs, expenses and losses, if any, of the Association.

2. To manage, control, operate, maintain, repair, and improve the common areas of Smuggler Mobile

Home Park Subdivision, a mobile home park, as defined in the Declaration.

3. To enforce covenants, restrictions or conditions affecting any property of the Association to the extent the Association may be authorized under the Declaration or otherwise.

4. To make and enforce rules and regulations with respect to the use of the property in Smuggler Mobile Home Park Subdivision.

5. To engage in activities and endeavors which may now or hereafter be allowed or permitted by law to actively foster, promote and advance the common interests of owners of mobile home lots within Smuggler Mobile Home Park Subdivision.

ARTICLE V
Memberships

A. The Association shall be a membership corporation without certificates or shares of stock. There shall be one membership in the Association for each lot in the Mobile Home Park as defined in the Declaration so existing from time to time in Smuggler Mobile Home Park Subdivision. No person or entity other than an owner as defined in the Declaration may be a member of the Association. There shall be one vote for each lot on all matters on which members are entitled to vote, unless otherwise specified in the Declaration.

B. The owner or owners of a lot shall hold and share a membership in the Association in the same proportional interest and by the same type of tenancy as the title to that lot so owned is held.

C. The Association may suspend any owner's voting rights in the Association during any period or periods which the owner fails to comply with any rules or regulations of the Association or with any other obligation of the owner of the lot under the Declaration.

D. A membership in the Association and the shares 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 lot to which the membership pertains, provided, however, that the right of membership may be assigned to the holder of a mortgage, deed of trust, or other security instrument on a lot as further security for a loan secured by a lien on the lot.

A transfer of membership shall occur automatically on transfer of title to the lot to which the membership pertains, provided, however, that the By-Laws of the Association may contain reasonable provisions and requirements with respect to recording the transfers on the books and records of the Association.

E. The Association shall have preemptive rights to purchase other lots or the memberships appurtenant thereto, as may be provided in the Declaration.

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

G. There shall be no right of any member to vote in any annual or special election by proxy. Any member desiring to vote in any annual or special election must appear in person at any such meeting.

H. The initial subscription for each member shall be Twenty Five Dollars (\$25.00).

ARTICLE VI
Board of Directors

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

B. The Board of Directors shall consist of from three (3) to nine (9) 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 these Articles of Incorporation. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

C. Members of the Board of Directors shall be elected at the annual meeting of the members in the manner provided by 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. There shall be no cumulative voting by members in any election for Directors.

D. The directors shall serve for a period of time commensurate with the designated group as specified in the By-Laws and until their respective successors are duly elected and qualified.

E. The Board of Directors shall have the power to adopt such prudent By-Laws and to alter the same as it may from time to time deem proper for the management of the affairs of the Association, so long as they are not inconsistent with the provisions of these Articles of Incorporation or the Declaration.

F. The Board of Directors, by resolution adopted by a majority of the directors in office, may create an Executive Committee. 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 or applicable law, the Executive Committee shall have and shall exercise all the authority of the Board of Directors.


ARTICLE VIII
Registered Office and Agent

The registered office of the Association shall be 315 East Hyman Avenue, Suite 305, Aspen, Colorado 81611. The initial registered agent at such address shall be Brooke A. Peterson.

FOURTH: The amendment was adopted by the members of the Association at a Special Meeting called for that purpose on February 2, 1994. The number of members which were represented at the Special Meeting approving the amendment was sufficient for approval under the provisions of the Colorado Corporation Code, Colorado Non Profit Corporation Code and the Colorado Common Interest Ownership Act.

IN WITNESS WHEREOF, Smuggler Mobile Home Owners' Association has caused these presents to be signed in its name and on its behalf by its President and Secretary, who acknowledge that these Articles of Amendment are the act and deed of Smuggler Mobile Home Owners' Association and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of their belief, knowledge and information.

ATTEST:


Secretary


President

STATE OF)
) ss.
COUNTY OF)

Before me, DOROTHY V. WINDALE, a Notary Public, personally appeared KEV CAMPBELL and PATT SIMPSON, who acknowledge before me that they are President and Secretary, respectively, of Smuggler Mobile Home Owners' Association, a Colorado Non Profit Corporation, and that they signed the foregoing Articles of Amendment as their free and voluntary act and deed of the matters and facts therein set forth, and that the facts therein are true.

In witness whereof, I have hereunto set my hand and seal this 14 day of MARCH, 1994.

My Commission expires: 11/12/94.



Dorothy V. Windale
Notary Public