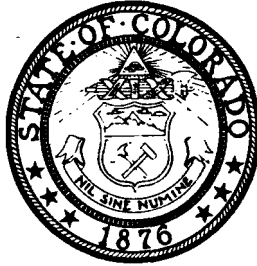


STATE OF COLORADO

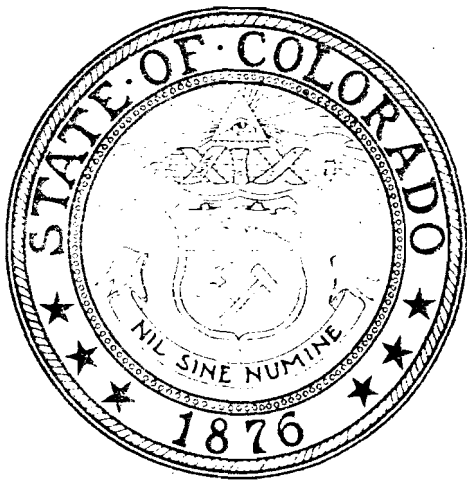


DEPARTMENT OF
STATE

CERTIFICATE

I, MARY ESTILL BUCHANAN, *Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.*

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION
TO THE TOM THUMB BUILDING CONDOMINIUM ASSOCIATION, A NONPROFIT CORPORATION.



Mary Estill Buchanan

SECRETARY OF STATE

DATED: JANUARY 6, 1983

NOT FOR PROFIT.

STATE OF COLORADO
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ARTICLES OF INCORPORATION

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THE TOM THUMB BUILDING, CONDOMINIUMS ASSOCIATION

STATE OF COLORADO

The undersigned hereby signs and acknowledges for delivery in duplicate to the Secretary of State of Colorado, these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Colorado Non-profit Corporation Act.

1. Name. The name of this corporation shall be The Tom Thumb Building Condominium Association.

2. Duration. The period of duration of this corporation shall be perpetual.

3. Purposes. The purposes for which this corporation is organized are:

(a) To be and constitute the Association to which reference is made in the Declaration for The Tom Thumb Building Condominiums (hereinafter called the "Declaration" which term shall also include any amendment or supplement to the same) executed or to be executed by Mountain Enterprises, a Joint Venture and Mountain Enterprises, Inc., their successors and assigns, relating to a condominium ownership project in Pitkin County, Colorado created pursuant to the Colorado Condominium Ownership Act (herein called the "Project").

(b) To perform the obligations and duties and exercise the rights and powers of the Association under the Declaration.

(c) To foster, promote and advance the common interests of owners of units in the Tom Thumb Building Condominium Project.

(d) To establish and maintain the Tom Thumb Building Condominium Project as a prime condominium ownership project of the highest quality and value, and to enhance and protect its value, desirability and attractiveness.

(e) To levy and collect assessments from owners of condominium units in the Tom Thumb Building Condominium Project as provided in the Declaration.

(f) To manage, control, operate, maintain, repair and improve the common elements of the Tom Thumb Building Condominium Project, as defined in the Colorado Condominium Ownership Act and the Declaration.

(g) To enforce covenants, restrictions and conditions affecting the Tom Thumb Building Condominium Project to the extent this corporation may be authorized to do so under any such covenants, restrictions or conditions.

(h) To make and enforce rules and regulations with respect to the use of common elements and units in the Tom Thumb Building Condominium Project, as provided in the Declaration.

Each purpose specified herein is an independent purpose and is not to be restricted by reference to or inference from the terms of any other purpose.

4. Powers. This corporation shall have all of the powers which a nonprofit corporation may exercise under the Colorado Nonprofit Corporation Act and the laws of the State of Colorado in effect from time to time.

5. Initial Registered Office and Registered Agent. The initial registered office of the corporation shall be at Rm. 207, Snowmass Center, 016 Kearns Road, 81615 Snowmass Village, Pitkin County, Colorado. The initial registered agent of the corporation, whose business office is identical with such registered is James A. Bagley.

6. Board of Directors. The affairs of the corporation shall be managed by a Board of Directors. The duties, qualifications, number and term of directors and the manner of their election and appointment and removal shall be as set forth in the By-Laws.

The number of the first Board of Directors shall be three. The names and addresses of the persons who are to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
James A. Bagley	P. O. Box 5727 Snowmass Village, Colo. 81615
H.E. Rainbolt	Federal National Bank and Trust Drawer 1608 Shawnee, Oklahoma 74801
Charles Lau	Thunderbird Financial Corp. 404 Federal Nation Bank Bldg. Shawnee, Oklahoma 74801

7. Incorporator. The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Fitzhugh Scott III	117 South Spring Street Aspen, Colorado 81611

8. Members. The corporation shall have members. The designation of the class or classes of members, the manner of election or appointment of members and the qualifications and rights of members shall be as set forth in the By-Laws of the corporation.

The right of the members to vote may be limited, enlarged or denied only as set forth in these Articles of Incorporation.

The By-Laws may provide that the Board of Directors may suspend the voting rights of a member during any period in which the member fails to comply with rules and regulations of the corporation or with any other obligation of such member under the Declaration.

9. Proxy Voting. A member entitled to vote may vote in person or, if the By-Laws so provide, may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact.

10. No Cumulative Voting. Cumulative voting shall not be allowed in elections for directors.

11. By-Laws. The corporation shall have the power to make and alter By-Laws, not consistent with these

Articles of Incorporation or with the laws of the State of Colorado or with the Declaration, for the administration and regulation of the affairs of the corporation. The initial By-Laws of the corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws, or adopt new By-Laws shall be vested in the members of the corporation.

12. Amendment of Articles. The corporation may amend these Articles of Incorporation from time to time in accordance with the Colorado Nonprofit Corporation Act in any and as many respect as may be desired so long as the Articles of Incorporation as amended contain only such provisions as are lawful under that Act and so long as the Articles of Incorporation as amended shall not be contrary to or inconsistent with any provision of the Declaration.

IN WITNESS WHEREOF, these Articles are executed this 3rd day of January 1983.


FITZHUGH SCOTT III

STATE OF COLORADO)
) ss.
COUNTY OF PITKIN)

The foregoing instrument was acknowledged before me this 3rd day of January, 1983 by FITZHUGH SCOTT III.

WITNESS my hand and official seal.
My commission expires: 5-15-84


Notary Public

Address of Notary Public:

Box 4762 Aspen, Colo. 81612