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### Articles of Incorporation for a Nonprofit Corporation

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is One Snowmass Owners Association.

*(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 60 Carriage Way  
*(Street number and name)*  
Suite 3120  
Snowmass Village CO 81615  
*(City) (State) (ZIP/Postal Code)*  
United States  
*(Province – if applicable) (Country)*

Mailing address P.O. Box 5550  
*(leave blank if same as street address) (Street number and name or Post Office Box information)*  
Snowmass Village CO 81615  
*(City) (State) (ZIP/Postal Code)*  
United States  
*(Province – if applicable) (Country)*

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name  
(if an individual) \_\_\_\_\_  
*(Last) (First) (Middle) (Suffix)*

**OR**

(if an entity) Snowmass Mountain Lodging, LLC  
*(Caution: Do not provide both an individual and an entity name.)*

Street address 60 Carriage Way  
*(Street number and name)*  
Suite 3120  
Snowmass Village CO 81615  
*(City) (State) (ZIP Code)*

Mailing address  
(leave blank if same as street address)

P.O. Box 5550  
*(Street number and name or Post Office Box information)*

Snowmass Village, CO 81615  
*(City) (State) (ZIP Code)*

*(The following statement is adopted by marking the box.)*

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name  
(if an individual) Travers Richard D.  
*(Last) (First) (Middle) (Suffix)*

**OR**

(if an entity) \_\_\_\_\_  
*(Caution: Do not provide both an individual and an entity name.)*

Mailing address c/o Wear Travers Perkins LLC  
*(Street number and name or Post Office Box information)*  
97 Main St., Unit E202  
Edwards CO 81632  
*(City) (State) (ZIP/Postal Code)*  
United States  
*(Province – if applicable) (Country)*

*(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. *(If the following statement applies, adopt the statement by marking the box.)*

The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

See attachment
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7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (**Caution:** *Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.*)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_.  
(mm/dd/yyyy hour:minute am/pm)

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Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

Keller-Green      Sharman      \_\_\_\_\_  
(Last)                      (First)                      (Middle)                      (Suffix)  
c/o Wear Travers Perkins LLC  
(Street number and name or Post Office Box information)  
97 Main St., Unit E202  
Edwards                      CO      81632  
(City)                                      (State)                      (ZIP/Postal Code)  
\_\_\_\_\_  
(Province – if applicable)      United States  
(Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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**ATTACHMENT  
TO  
ARTICLES OF INCORPORATION FOR A NONPROFIT CORPORATION  
  
ONE SNOWMASS OWNERS ASSOCIATION**

Pursuant to § 7-122-102, of the Colorado Revised Statutes, the following additional provisions are hereby incorporated into the foregoing Articles of Incorporation for One Snowmass Owners Association, a Colorado nonprofit corporation (the "Association"). In the event the foregoing and this attachment conflict, this attachment shall control:

10. Limitation of Liability: No director of the Association shall have any liability to the Association or to its members for monetary damages for breach of fiduciary duty as a manager, officer or director, or be personally liable for any injury to person or property arising out of a tort committed by an employee, except to the extent such exemption from liability is not permitted under the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of the foregoing shall not adversely affect any right or protection of a director in respect of any act or omission occurring prior to such repeal or modification. No officer of the Association shall be personally liable for any injury to person or property arising out of a tort committed by an employee, except to the extent such exemption from liability is not permitted under the Colorado Revised Nonprofit Corporation Act.

11. Dissolution: Upon dissolution of the Association, the assets, both real and personal, of the Association shall be distributed pursuant to Section 38-33.3-218 of the Colorado Common Interest Ownership Act (CCIOA), as set forth in Article 33.3, Title 38, Colorado Revised Statutes.