

ARTICLES OF INCORPORATION
THE LINKS AT SKYLAND ASSOCIATION

Know all men by these presents, that the undersigned, acting as incorporator, hereby establishes a corporation pursuant to the Colorado Nonprofit Corporation Act and adopts the following Articles of Incorporation:

ARTICLE I
Name of Corporation

The name of the corporation shall be The Links at Skyland Association.

ARTICLE II
Period of Duration

law. The corporation shall have perpetual existence, unless dissolved according to

ARTICLE III
Purposes

which The corporation is established not for profit and the objects and purposes for which the corporation is organized and the nature of the business to be conducted by it shall be:

3.1 To constitute the Association to which reference is made in the Declaration of The Links at Skyland, a Common Interest Community, situate in Gunnison County, Colorado.

3.2 To exercise all powers and to administer, manage, and govern The Links at Skyland, a Common Interest Community, governed by the Declaration of The Links at Skyland, a Common Interest Community, including all powers granted to the Association under said Declaration.

3.3 To own, administer and maintain all property, whether real or personal or interests therein, for the use and benefit of all townhome owners within The Links at Skyland, a Common Interest Community.

ARTICLE IV
Powers

The corporation shall have and may exercise all powers conferred upon a non-profit corporation under the Colorado Nonprofit Corporation Act and the Colorado Common Interest Ownership Act, as they now exist and as they may hereafter be amended from time to time.

ARTICLE V
Membership

The corporation shall have members and the membership shall be constituted as follows:

5.1 The owner of a townhome in The Links at Skyland, a Common Interest Community, upon becoming such owner, shall be entitled and required to be a member of the corporation and shall remain a member for the period of ownership of the townhome.

5.2 There shall be one membership in the corporation for each townhome. Such membership shall be appurtenant to the townhome and shall be transferred automatically by the conveyance of the townhome to a new owner.

5.3 Each membership in the corporation shall be entitled to one vote, and in the event the membership is held by more than one owner, the vote must be cast only as a single vote and split or divided votes of membership shall not be allowed.

5.4 The terms and conditions of membership in the corporation shall be as set forth in these Articles of Incorporation, the Bylaws of the corporation and the Declaration of The Links at Skyland, a Common Interest Community.

ARTICLE VI
Board of Directors

6.1 The business and affairs of the corporation shall be managed by a board of directors, also known as an executive board under the Colorado Common Interest Ownership Act.

6.2 The initial Board of Directors shall consist of two (2) persons. Thereafter, the number of directors shall be determined by or in the manner provided in the Bylaws.

6.3 The persons comprising the initial Board of Directors and their names and addresses are as follows:

Name	Address
Tony Abyad	2311 Dunlavy, Suite 200 Houston, Texas 77006
James Gebhart	P.O. Box 100 Crested Butte, Colorado 81224

6.4 Notwithstanding any other provision of these Articles of Incorporation, Skyland Lodge Tract LLC, a Colorado limited liability company, as the Declarant of The Links at Skyland, a Common Interest Community, its successors and assigns, shall have the right to appoint the members of the Board of Directors (who need not

be members of the corporation or owners of townhomes) to the full extent permitted under the Colorado Common Interest Ownership Act.

ARTICLE VII Indemnification

The corporation shall indemnify the officers and directors of the corporation to the full extent permitted by the statutes of the State of Colorado.

ARTICLE VIII Limitation of Liability

8.1 The personal liability of a director to the corporation or its members for monetary damages for breach of a fiduciary duty as a director or officer is limited to the full extent provided by the statutes of the State of Colorado.

8.2 Directors shall not be liable for actions taken or omissions made in the performance of corporate duties except for wanton and willful acts or omissions.

ARTICLE IX Bylaws

The initial Bylaws of the corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

ARTICLE X Registered Office and Agent

The address of the initial registered office of the corporation is Russell N. Mullins, and the name of its initial registered agent at such address is 121 North Taylor Street, Gunnison, Colorado 81230.

ARTICLE XI Distribution of Assets on Dissolution

Upon dissolution of the corporation, its assets shall be applied and distributed as follows:

11.1 First, to pay and discharge all liabilities and obligations of the corporation.

11.2 Second, to return, transfer or convey any assets as required by the provisions of Section 7-26-103, C.R.S. or as the same may be subsequently amended or modified.

11.3 Third, all remaining assets of the corporation shall be distributed to its members in proportion to each member's ownership in the common elements of The Links at Skyland, a Common Interest Community.

ARTICLE XII
Incorporator

The name and address of the incorporator are:

Name	Address
Russell N. Mullins	121 North Taylor Street Gunnison, Colorado 81230

Dated: April 29, 1996.

Incorporator:


Russell N. Mullins