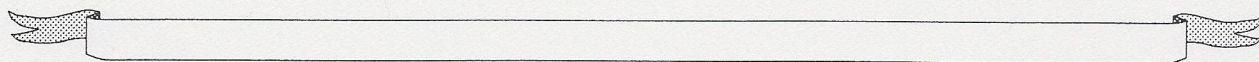


*ARTICLES OF INCORPORATION
of*

*RASPBERRY MOUNTAIN RANCH
PROPERTY OWNERS ASSOCIATION, INC.*

INCORPORATED UNDER THE LAWS OF THE STATE OF

COLORADO



CORP-KIT NORTHWEST, INC.



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

RASPBERRY MOUNTAIN RANCH PROPERTY OWNERS ASSOCIATION, INC.
(COLORADO NONPROFIT CORPORATION)

FILE # 20001171169 WAS FILED IN THIS OFFICE ON September 01, 2000
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: September 01, 2000

Donetta Davidson

SECRETARY OF STATE

ARTICLES OF INCORPORATION OF
RASPBERRY MOUNTAIN RANCH PROPERTY OWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, Georgi Ann Clark, 419 West Main Street, Trinidad, Colorado 81082, being a natural person of the age of 18 years or more and a citizen of the United States and acting as Incorporator of a corporation under the Colorado Revised Nonprofit Corporation Act, adopts the following Articles of Incorporation for such nonprofit corporation.

ARTICLE I.

The name of the corporation shall be:

FILED - CUSTOMER COPY
DONNETTA DAVIDSON
COLORADO SECRETARY OF STATE

RASPBERRY MOUNTAIN RANCH PROPERTY OWNERS ASSOCIATION, INC.

The address of the principal office shall be:

419 West Main Street, Trinidad, Colorado 81082

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\$ 50.00
SECRETARY OF STATE
09-01-2000 09:11:45

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The objects and purposes of the corporation shall be: (1) to provide for the care, upkeep and supervision of real property to be known as Raspberry Mountain Ranch situated in Huerfano County, Colorado (the premises), as further described in a Plat or Plats and Covenants, to be recorded in Huerfano County, Colorado, and all amended and supplemental declarations filed from time to time, and in general to do all things that may be necessary or appropriated to the covenants or the wishes of the owners of property within the premises as they may be expressed from time to time at meetings of the Association.

ARTICLE IV.

The corporation shall have all the powers set forth in C.R.S. 7-22-101, et seq., the power to sue and be sued; make and enforce contracts in relation to its business, powers and objects; have a seal; acquire, hold, encumber, and dispose of property, real, personal or mixed; adopt and alter by-laws; amend its Certificate of Incorporation; consolidate or merge with any other corporation; have different classes of members with or without voting rights; and exercise every right and privilege necessary, incident, or appertaining to its business, objects and purposes.

ARTICLE V.

The address of the initial registered office of the corporation is 419 West Main Street, Trinidad, Colorado 81082, this being also the principal office address. The name of the initial registered agent at that address is Georgi Ann Clark.

ARTICLE VI.

Members of the corporation are those persons who hold legal title to a Tract as depicted on the recorded plat map of Raspberry Mountain Ranch. The corporation shall have voting members and the proxy system of voting by members of the corporation shall be permitted. When more than one person holds an interest in any Tract, all such persons shall be Members. The vote for such Tract shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Tract.

ARTICLE VII.

The number of directors constituting the Board of Directors of the corporation shall be not less than one nor more than ten and the names and addresses of the persons serving as the initial directors are:

Gina M. Raye 708 West Baca Street, Trinidad, CO 81082

Georgi Ann Clark 716 West Baca Street, Trinidad, CO 81082

Randy Lanosga, Jr. 3805 Roxbury Court, Colorado Springs, Co 80906

So long as the number of members is less than three (3), there shall be no more directors of the Association than there are members.

ARTICLE VIII.

The Board of Directors may appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other Officers as the Board believes will be in the best interests of the Association. The Officers shall have such duties as may be prescribed in the By-laws of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE IX.

The Association shall indemnify the Officers and Directors of the Association to the fullest extent permitted by law.

ARTICLE X

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the corporation shall be authorized to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 © of the Internal Revenue Code or

