



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.)

The domestic entity name of the nonprofit corporation is Prima Owners Association

The principal office street address is

90 Benchmark Road
Unit 105
Avon, CO 81632 US

The principal office mailing address is

PO Box 9550
Avon, CO 81632 US

The name of the registered agent is

East West Resorts LLC

The registered agent's street address is

90 Benchmark Road
Unit 105
Avon, CO 81632 US

The registered agent's mailing address is

PO Box 9550
Avon, CO 81632 US

The person above has agreed to be appointed as the registered agent for this entity.

The name(s) and address(es) of the incorporator(s)

East West Resorts LLC
PO Box 9550
Avon, CO 81632 US

Voting members

There are voting members for the nonprofit corporation.

The distribution of assets for the nonprofit corporation:

See attachment.

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., and, if applicable, 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.

Name(s) and address(es) of the individual(s) causing the document to be delivered for filing

Attn: _____

**ATTACHMENT
TO
ARTICLES OF INCORPORATION FOR A NONPROFIT CORPORATION
PRIMA 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 Prima 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.