



STATE OF COLORADO

DEPARTMENT OF
STATE


CERTIFICATE

I, NATALIE MEYER, 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 MERGER

TO THE ENCLAVE AT KEYSTONE MOUNTAIN CONDOMINIUM ASSOCIATION, INC. AND HEARTHSTONE MOUNTAIN HOMES AT ASPENRIDGE CONDOMINIUM ASSOCIATION, INC. (BOTH COLORADO NONPROFIT CORPORATIONS) INTO ASPEN RIDGE MASTER ASSOCIATION, INC. (COLORADO NONPROFIT CORPORATION), THE SURVIYOR.

Dated: MARCH 8, 1989



SECRETARY OF STATE

NONPROFIT
MERGER

FILED

ARTICLES OF MERGER

MAR - 8 1989

DN 871601792

The following are the Articles of Merger of Aspen Ridge
Master Association, Inc. AKS
DEPARTMENT OF STATE

1. The Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference.

2. At the Special Meeting of the members of this Corporation, on November 19, 1988, the Plan of Merger attached hereto as Exhibit A was adopted. At that Special Meeting, a quorum of the members were present and the Plan of Merger received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

3. Duplicate originals of these Articles of Merger shall be delivered to the Secretary of State, filed and certified.

DATED this 19 day of November, 1988.

ASPEN RIDGE MASTER ASSOCIATION,
INC.

By: Patricia A. Giroux
Its President or Vice
President

By: Nancy G. Holland
Its Secretary or Assistant
Secretary

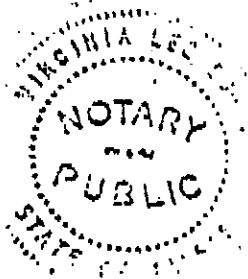
STATE OF KANSAS)
) SS.
COUNTY OF RUSSELL)

The foregoing instrument was acknowledged before me this 22nd day of November, 1988, by Patricia A. Giroux as President/Vice President of Aspen Ridge Master Association, Inc.

Witness my hand and official seal.

My commission expires: June 17, 1989

Virginia Lee Scott
Notary Public - Virginia Lee Scott
Address: P. O. Box 331, 616 West Third
Russell, Kansas 67665





STATE OF COLORADO

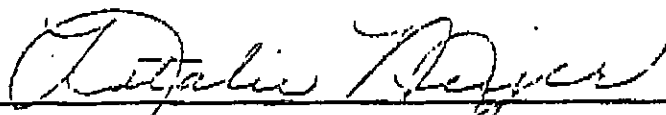
DEPARTMENT OF
STATE

CERTIFICATE

I, NATALIE MEYER, 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 AMENDMENT TO THE ENCLAVE AT KEYSTONE, INC., A NONPROFIT CORPORATION, FORMERLY KNOWN AS ASPEN RIDGE MASTER ASSOCIATION, INC.

Dated: MARCH 8, 1989



SECRETARY OF STATE

FORM D2 NP (Rev. 7/87)
Print in duplicate
Fee: \$10.00

This document must be typewritten

NONPROFIT
CHANGE OF NAME

MAIL TO:
COLORADO SECRETARY OF STATE
CORPORATIONS OFFICE
1560 Broadway, Suite 200
Denver, Colorado 80202
(303) 866-2361

FILED use only
MAR - 8 1988
STATE OF COLORADO
DEPARTMENT OF STATE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Aspen Ridge Master Association, Inc. (Note 1)

SECOND: The following amendment of the Articles of Incorporation was adopted on the 19th day of Dec. 19 88, in the manner prescribed by the Colorado Nonprofit Corporation Act, according to the procedure marked with an X below:

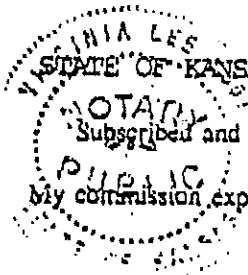
- a quorum of members was present at such meeting, and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.
- such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- there are no members, or no members entitled to vote thereon, such amendment received the vote of a majority of the directors in office.

- 1 Change of Name to "The Enclave at Keystone, Inc." and
2. Addition of new Article XIII - "Limitation of Director Liability" which is set forth below:

No director shall be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a director.

Patricia A. Brown
President

and Joseph J. Hultsch
Secretary



Subscribed and sworn to before me this 22nd day of November, 19 88.

Virginia Lee Scott
Notary Public - Virginia Lee Scott
P. O. Box 331, 616 West Third
Russell, Kansas 67665

Note (1) If this is a change of name amendment, the name to be typed in PARAGRAPH FIRST is the corporate name before this is filed.

14. 15. 91 01:48PM * PUCKORUS & ASSOC

MINUTES OF THE SPECIAL MEETING
OF THE MEMBERSHIP OF
ASPEN RIDGE MASTER ASSOCIATION, INC.

A Special Meeting of the membership of Aspen Ridge Master Association Inc., was held on Nov. 19, 1988, at 11:00 a.m. At the meeting, 9 members were represented in person or by proxy, therefore constituting a quorum under the bylaws (1/10th of the membership votes). After proposal duly made by the President, a vote of affirmation was received of at least two-thirds of the votes validly cast at the meeting to take the following actions and adopt the following amendment to the Articles of Incorporation of Aspen Ridge Master Association, Inc.:

1. A new Article XIII is hereby adopted to add the following language:

ARTICLE XIII
LIMITATION OF DIRECTOR LIABILITY

No director shall be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a director.

2. The merger whereby Aspen Ridge Master Association, Inc. is the surviving Association to the merger of The Enclave at Keystone Mountain Condominium Association, Inc. and Hearthstone Mountainhomes at Aspenridge Condominium Association, Inc. is hereby approved.

3. The name of the Association is hereby changed from Aspen Ridge Master Association, In. to The Enclave at Keystone, Inc.

There being no other business coming before the members at the Special Meeting, it was adjourned at 11:15 a.m. by the President.

Date: Nov. 17, 1988

Marcy H. Halland
Secretary of the Association