

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Ginette Dennis, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

Tenderfoot Association, Inc.

is a

Nonprofit Corporation

formed or registered on 02/16/2006 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20061071761 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 07/07/2006 that have been posted, and by documents delivered to this office electronically through 07/12/2006 @ 12:33:05 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 07/12/2006 @ 12:33:05 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6535611 .



Ginette Dennis

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Mike Coffman, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

Tenderfoot Association, Inc.

is a

Nonprofit Corporation

formed or registered on 02/16/2006 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20061071761 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 07/26/2007 that have been posted, and by documents delivered to this office electronically through 07/31/2007 @ 10:48:38 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 07/31/2007 @ 10:48:38 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6848185 .



A handwritten signature in black ink that reads 'Mike Coffman'. The signature is written in a cursive style.

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."



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Summary

ID Number: 20061071761

Name: Tenderfoot Association, Inc.

Registered Agent: Matthew A. Dietz

Registered Agent Street Address: 0429 Edwards Access Rd. Ste A207, Edwards, CO 81632, United States

Registered Agent Mailing Address: P.O. Box 2809, Edwards, CO 81632, United States

Principal Office Street Address: 0429 Edwards Access Rd. Ste A207, Edwards, CO 81632, United States

Principal Office Mailing Address: P.O. Box 2809, Edwards, CO 81632, United States

Status: Good Standing

Form: Nonprofit Corporation

Jurisdiction: Colorado

Formation Date: 02/16/2006

Term of Duration: Perpetual

Annual Report Month: February

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**NOTICE OF MAILING ADDRESS
THE TENDERFOOT ASSOCIATION, INC
a Colorado non-profit corporation**

The Tenderfoot Association, Inc. a Colorado non-profit corporation, in hereby files records the following Notice of Address:

The name and mailing address of the Association is as follows:

The Tenderfoot Association, Inc.
P.O. Box 2475
Edwards, Colorado 81632

THE TENDERFOOT ASSOCIATION, INC.
a Colorado non-profit corporation

By: *Kenton Krohlow*
Kenton Krohlow
It's registered agent

return to:
Kenton Krohlow
P.O. BOX 2475
Edwards, CO 81632

STATE OF COLORADO)
COUNTY OF EAGLE)

The foregoing Notice was acknowledged before me
by Kenton Krohlow as acting Assistant Secretary of the
The Tenderfoot Association, Inc., this 23 day of
March, 2009.

Witness my hand and official seal. My commission expires
Nov 28, 2009

Valerie Esparsen
Notary Public
246 Broadway Eagle
Address



**ARTICLES INCORPORATION
OF
TENDERFOOT ASSOCIATION, INC.
(A NONPROFIT CORPORATION)**

**ARTICLE I
NAME**

The name of this corporation ("Association" herein) is The Tenderfoot Association, Inc.

**ARTICLE II
PURPOSE**

The purpose for which the corporation is formed is to operate the Common Interest Community known as Tenderfoot located in the municipality of Gypsum, Colorado in accordance with the requirements for an Association of Unit Owners charged with the administration of Property under the Colorado Common Interest Ownership Act of the Statutes of the State of Colorado as amended (the "Act").

**ARTICLE III
POWERS**

Subject to any limitations imposed by the bylaws of the Association, the Association has all of the powers which a nonprofit may exercise under the Colorado Revised Non Profit Corporation Act of the State of Colorado as amended and the Act, and the laws of the State of Colorado in effect from time to time

**ARTICLE IV
DURATION**

The duration of the Association shall be perpetual.

**ARTICLE V
NONPROFIT**

The Association shall be a nonprofit corporation, without shares of stock.

**ARTICLE VI
QUALIFICATION OF MEMBERS, CLASSES**

The Association shall have voting members The authorized number and qualifications of members of the Association, the different classes and membership, if any, the property, voting

and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the Bylaws and the Declaration.

ARTICLE VII
REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the corporation shall be 0429 Edwards Access Road, Suite A207, Edwards, Colorado 81632. The mailing address of the initial registered office of the corporation shall be P.O. 2809. The initial registered agent of the Association at the registered office is Matthew A. Dietz.

The street address of the principle office of the corporation shall be 0429 Edwards Access Road, Suite A207, Edwards, Colorado 81632. The mailing address of the principal office of the corporation shall be P.O. 2809.

ARTICLE VIII
EXECUTIVE BOARD

The initial Executive Board shall consist of three persons, and said number may be increased as set forth in Section 2.1(a) of the Bylaws by a duly adopted resolution of the Executive Board. The duties, qualifications, and term of the Directors shall be as set forth in the Bylaws. The names and addresses of the persons who shall serve as Directors until their successors shall be elected and qualified are as follows:

Matthew Dietz
P.O. Box 2809
Edwards, Colorado 81632

Theodore Leach
P.O. Box 2809
Edwards, Colorado 81632

Carl Dietz
P.O. Box 2809
Edwards, Colorado 81632

ARTICLE IX
LIMITATION ON LIABILITY

No member of the Board of Directors 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, except to the extent such exemption from liability is not permitted under the Colorado Revised Nonprofit Corporation Act or the Act. Any repeal or modification of the foregoing sentence

shall not adversely affect any right or protection of a manager in respect of any act or omission occurring prior to such repeal or modification.

No member of the Board of Directors, or officer of the Association shall be personally liable for any injury to person(s) 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.

ARTICLE X INDEMNIFICATION

The Association shall provide indemnification either directly or indirectly through insurance policies or otherwise, to the fullest extent permitted by law, for any individual who serves as a member of the Board of Directors, officer, employee, fiduciary or agent of the Association against liabilities and expenses asserted against or incurred by such individual in connection with holding such position. Such indemnification shall not extend, in any event, to any act or omission occurring prior to the date of incorporation of the Association.

Whenever such an individual seeks indemnification by the Association against any liability or expenses incurred in any threatened, pending or completed proceeding in which the individual is a part because he or she holds or has held any such position, the Association shall proceed diligently and in good faith to make a determination, in the manner permitted in the Colorado Revised Nonprofit Corporation Act, whether indemnification is permissible in the circumstances. If indemnification is determined to be permissible, the Association shall indemnify the individual to the fullest extent permissible, provided that any indemnification for expenses shall be limited to the amount found reasonable by an evaluation conducted in a manner permitted by the Colorado Revised Nonprofit Corporation Act.

No member of the Board of Directors 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, except to the extent such exemption from liability is not permitted under the Colorado Revised Nonprofit Corporation Act or the Act. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a manager in respect of any act or omission occurring prior to such repeal or modification.

No member of the Board of Directors, or officer of the Association shall be personally liable for any injury to person(s) 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.

This Article shall not be interpreted to limit in any manner any indemnification the Association may be required to pay pursuant to the Colorado Revised Nonprofit Corporation Act, any court order, or any contract, resolution or other commitment which is legally valid.

ARTICLE XI
AMENDMENT

Amendment of these Articles shall require the assent of at least two-thirds of the votes of the Association present at any regular or special meeting of the Members of the Association at which a quorum is present. The procedure for such an amendment shall be as set forth in the Colorado Revised Nonprofit Corporations Act

ARTICLE XII
DISSOLUTION

Upon dissolution, the assets of the Association will be distributed to the Unit Owners in accordance with the Act.

ARTICLE XII
INCORPORATOR

The name and mailing address of the incorporator and the person who causes this document to be delivered for filing and to whom the Secretary of State may deliver notice if this document is refused is Lawrence A Eskwith, P.O. Box 449, Edwards, Colorado 81632.