

ARTICLES OF INCORPORATION  
OF  
SPRUCEWOOD CONDOMINIUM ASSOCIATION

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WYOMING

SECRETARY OF STATE

The undersigned, a resident of the State of Wyoming, acting as incorporator of a non-profit corporation under W.R.S. Section 17-6-101, adopts the following Articles of Incorporation for such corporation.

## ARTICLE I

The Name of this Corporation is "Sprucewood Condominium Association" (the "Association").

## ARTICLE II

The term of existence of this Corporation is perpetual.

## ARTICLE III

The address of the Corporation's initial registered office shall be  
265 Aspen Drive (P.O. Box 250, Moran, Wyoming 83013)  
The Corporation's initial registered agent at said address shall be  
Christopher P. Kirk

## ARTICLE IV

Purposes and Owners of the Association

This Association is organized as a non-profit corporation and does not contemplate or permit pecuniary gain or profit to the members, officers or directors, thereof, either directly or indirectly, and the specific purposes for which it is formed are to provide maintenance, preservation, operation and governing of a certain condominium project, referred to as Sprucewood Condominium Association (hereinafter referred to as the "Project"), which is located upon the following described real property in the County of Teton, State of Wyoming:

Lots 5 & 6, Block 2 of the Aspen Hill Addition to the town  
of Jackson

and to promote the health, safety and welfare of the owners and residents of units within the above-described project. The Association shall have and exercise each and all of the following powers and privileges in carrying out the foregoing purposes:

(a) The owner to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for the Project, hereinafter called the "Declaration", applicable to the property and recorded, or to be recorded, in the office of the Teton County Clerk, and as the same may be amended from time to time as therein provided; said Declaration being incorporated herein as if set forth at length;

(b) The power to fix, levy, collect and enforce payment by all lawful means, of all charges or assessments of fines pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(c) The power to acquire, own, hold, improve, build upon, operate, maintain, lease, mortgage, sell, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association: and.

(d) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Wyoming may, by law, now or hereafter have or exercise. This statement of corporate powers and purposes shall be broadly construed to effectuate the corporate purposes.

ARTICLE V

Membership

The members of the Association shall be all record owners of the Condominiums within the Project as such owners are shown on the records of the County Clerk of Teton County, State of Wyoming. The term record owner shall not include any mortgagee, trustee, or beneficiary under any mortgage, trust deed, or other security instrument by which a Condominium or any part



thereof is encumbered. If record ownership of a Condominium is jointly held. Membership in the Association shall be mandatory and not optional. Each Membership in the Association shall be appurtenant to and shall not be separated from the Condominium to which it relates. No person or entity other than a record owner of a Condominium within the Project may be a Member of the Association.

## ARTICLE VI

### Voting Rights

Voting rights in the Association shall be exercised by the members on the basis on one vote per condominium, on the terms provided in the Declaration.

## ARTICLE VII

### Board of Directors

The affairs of this Association shall be managed by a board of not less than three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors, until the first annual meeting of the Board of Directors and until their successors are elected and shall qualify are:

President	<u>Christopher P. Kirk, Box 250, Moran, WY 83013</u>
Vice-president	<u>Charles Sandberg, Box 188, Moose, WY 83012</u>
Secretary/treasurer	<u>Ronald Steckler, Box 1436, Jackson, WY 83001</u>

The Board of Directors may by written contract, delegate to a professional management organization or individual such of its managerial duties, responsibilities, functions and powers as are permitted to be delegated under and by virtue of the Declaration and By-laws of the Association.

## ARTICLE VIII

### By-laws

Provisions for the regulation of the internal affairs of the Association shall be set forth in the By-laws shall not be in consistent with the provisions of these Articles of Incorporation or the Declaration. The By-laws of the Association shall be adopted by the Board of Directors.

## ARTICLE IX

### Dissolution

The Association may be dissolved by a resolution adopted by the affirmative vote of two-thirds (2/3) of the members at any general or special meeting called in accordance with the By-laws. In the event of the dissolution, the assets of the Association shall be liquidated into an unincorporated association of the members or other similar entity, or as a court may direct.

## ARTICLE X

### Incorporator

The Incorporator of this Corporation is Christopher P. Kirk.



FILING FEE: \$3.00

FILED

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STATEMENT OF CHANGE OF REGISTERED OFFICE SEP-8 87 244108

OF REGISTERED AGENT, OR BOTH

WYOMING SECRETARY OF STATE

This statement must be signed by the president or vice president of the corporation, notarized, and accompanied by the filing fee of \$3.00, made payable to the Secretary of State. Please retain a copy for your file. \*\*\*\*\*SEE REVERSE SIDE\*\*\*\*\*

TO: Secretary of State, Capitol Bldg., Cheyenne, WY 82002

Pursuant to the provisions of Wyoming's corporation laws, the undersigned corporation, organized under the laws of the State of Wyoming, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Wyoming:

- 1. The name of the corporation is Sprucewood Condominium Association
- 2. The name of its last registered agent is Christopher Kirk
- 3. The address of its last registered office is Box 250, Moran, WY 83013  
MAILING ADDRESS:  
STREET ADDRESS: 265 ASPEN DRIVE JACKSON, WY 83001  
(zip code)
- 4. The name of its new registered agent is ~~Bonnie Thompson~~ (Lynne Thompson)
- 5. The physical address of its new registered office is P.O. Box 7372  
(Service of process cannot be made on a post office box.)  
970 W. Broadway, Jackson, WY 83001  
(zip code)
- 6. The address of its registered office and the address of the business office of its registered agent, as changed, ARE IDENTICAL.

Such change was authorized by resolution duly adopted by its Board of Directors.

Date July 1, 19 87

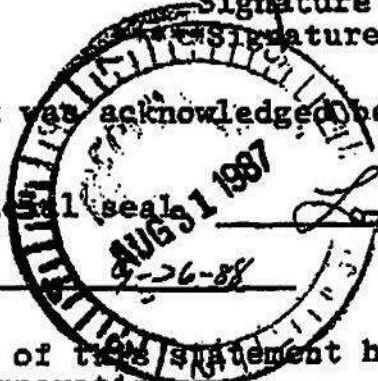
Sprucewood Condominium Association  
Name of Corporation

STATE OF WY  
COUNTY OF JACKSON :SS

[Signature]  
Signature of President or Vice Pres.  
[Signature]  
Signature of Agent (if applicable)

The foregoing instrument was acknowledged before me this 22nd day of July, 1987.

Witness my hand and official seal this 22nd day of July, 1987.  
My Commission Expires 9-26-88  
[Signature]  
Notary Public



\*\*\*\*\*If applicable: A copy of this statement has been forwarded to the corporation.

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APPLICATION FOR CERTIFICATE OF REINSTATEMENT 31 87 24 3989

WYOMING  
SECRETARY OF STATE

In accordance with Wyoming Statutes 17-2-103 and 17-2-104 and in order to reinstate, you must complete an annual report form for each year of delinquency and pay DOUBLE THE LICENSE TAX for each delinquent year. Appropriate forms are enclosed, if necessary.

1. The name of the corporation is: Sprucewood Condominium Association
2. The address of the principal place of business is: 265, Aspen Drive, Jackson, WY
3. The mailing address, for mailing annual report forms, if different from above: c/o Reno/Thompson, P. O. Box 7372, Jackson, WY 83001
4. The state of incorporation: Wyoming

If yours is a foreign corporation you must also accompany this application with an original Certificate of Good Standing, issued by the Secretary of State of the state of incorporation, and dated no more than thirty (30) days prior to the proposed filing date in Wyoming.

Date: June 30, 1987

Signature: [Signature]  
Corporate Officer

1. If your registered agent has changed since your corporation was last of record, please complete the attached change of registered agent form and submit it with the \$3 filing fee.
2. The attached photocopy and/or computer print-out lists your last registered agent of record. Please return this copy with your documents.

FEES:

1. The filing fee for the Application for Certificate of Reinstatement is \$30.00
2. You must also submit DOUBLE THE LICENSE TAX FEE (as provided on the reverse of each annual report form) for each delinquent year.



RETURN ALL DOCUMENTS TO: Secretary of State  
Capitol Building  
Cheyenne, WY 82002-0020