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ARTICLES OF INCORPORATION

OR

CHIEFSMAN TOWER WEST CONDOMINIUM ASSOCIATION

27 1987

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We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are residents of the State of Colorado, acting as incorporators of a corporation under the Colorado Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation: LOCAL 0

1. The name of the corporation is Chiefsman Tower West Condominium Association.
2. The period of duration of the corporation is perpetual.
3. The address of its actual Registered Office to the State of Colorado is: 1700 Broadway, Denver, Colorado and the name of its initial Registered Agent at said address is: The Corporation Company. 80290
4. The first Board of Directors of the corporation shall be six in number, their names, addresses and terms being as follows:

Name	Address	Term
Doris G. Carter	1200 Humboldt Street Denver, Colorado	Until the first regular annual meeting of the members
Dick Blair	1200 Humboldt Street Denver, Colorado	Until the first regular annual meeting of the members
Joe Monroe	1200 Humboldt Street Denver, Colorado	Until the second regular annual meeting of the members
James H. Reynolds	1200 Humboldt Street Denver, Colorado	Until the second regular annual meeting of the members
Henry Horn	1200 Humboldt Street Denver, Colorado	Until the third regular annual meeting of the members
Ken Smith	1200 Humboldt Street Denver, Colorado	Until the third regular annual meeting of the members

5. The corporation is a nonprofit corporation.
6. The purpose for which the corporation is organized is: To maintain, operate and manage condominium residential buildings and improvements situated at 1200 Humboldt Street, Denver, Colorado.

The Members of the Chiefsman Tower West Condominium Association shall consist of the active Owners of the Property known as the Chiefsman Tower West Condominium located at Humboldt Street, Denver, Colorado, in accordance with the respective percentages of ownership set in the Condominium Elements of the Property, owned by the respective Owners, as said terms are set in the Declaration of Condominium for Chiefsman Tower West, which Declaration has been filed and recorded in the Records of the City and County of Denver, Colorado.

The ownership of each Owner shall terminate when he ceases to be an Owner, and upon the transfer or other disposition of his ownership interest in the Property, his ownership in the nature shall automatically be transferred to the new Owner according to each ownership interest.

The aggregate number of votes for all Owners shall be one hundred (100), which shall be divided among the respective Owners in accordance with their respective percentages of ownership interest in the Property. If any Owner consists of more than one person, the voting rights of such Owner shall not be divided but shall be exercised as if the Owner consisted of only one person in

COMPLETION OF COMPLETE

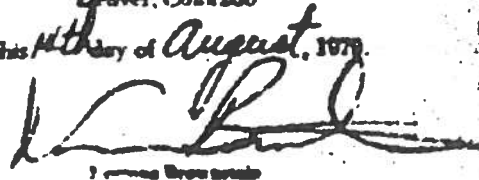
dance with the proxy or other designation made by the person constituting such Owner. Cumulative voting is prohibited.

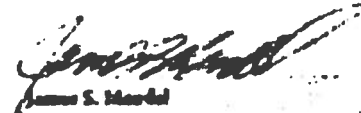
A quorum of Owners for any meeting shall be constituted by Owners represented in person or by proxy and holding a majority of the votes entitled to be cast at such meeting.

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Norman Brownstein	410 17th Street, Suite 1850 Denver, Colorado
James S. Mandel	410 17th Street, Suite 1880 Denver, Colorado
Stephen W. Arent	410 17th Street, Suite 1880 Denver, Colorado

In Witness Whereof, we have hereunto set our hands this 14th day of August, 1979.

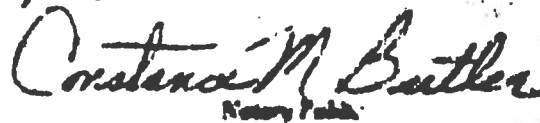

Norman Brownstein


James S. Mandel


Stephen W. Arent

STATE OF COLORADO } SS
AND COUNTY OF DENVER

The foregoing instrument was acknowledged before me this 14th day of August, 1979 by
Norman Brownstein, James S. Mandel and Stephen W. Arent
My commission expires March 15, 1980.


Constancia M. Butler
Notary Public

RECORDED

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SECRETARY OF STATES OFFICE

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**ARTICLES OF INCORPORATION
OF
CHEESMAN TOWER WEST CONDOMINIUM ASSOCIATION**

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Colorado, acting as incorporators of a corporation under the Colorado Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation:

1. The name of the corporation is: Cheesman Tower West Condominium Association.
2. The period of duration of the corporation is perpetual.
3. The address of its initial Registered Office in the State of Colorado is: 1700 Broadway, Denver, Colorado and the name of its initial Registered Agent at said address is: The Corporation Company.
4. The first Board of Directors of the corporation shall be six in number, their names, addresses and terms being as follows:

<u>Name</u>	<u>Address</u>	<u>Term</u>
Doris Counter	1200 Humboldt Street Denver, Colorado	Until the first regular annual meeting of the members
Dick Blue	1200 Humboldt Street Denver, Colorado	Until the first regular annual meeting of the members
Joe Monroe	1200 Humboldt Street Denver, Colorado	Until the second regular annual meeting of the members
James R. Begnaud	1200 Humboldt Street Denver, Colorado	Until the second regular annual meeting of the members
Henry Blott	1200 Humboldt Street Denver, Colorado	Until the third regular annual meeting of the members
Ken Smith	1200 Humboldt Street Denver, Colorado	Until the third regular annual meeting of the members

5. The corporation is a nonprofit corporation.
6. The purpose for which the corporation is organized is: To maintain, operate and manage condominium residential buildings and improvements situated at 1200 Humboldt Street, Denver, Colorado.

The Members of the Cheesman Tower West Condominium Association shall consist of the respective Owners of the Property known as the Cheesman Tower West Condominium, located at 1200 Humboldt Street, Denver, Colorado, in accordance with the respective percentages of ownership interest in the Common Elements of the Property owned by the respective Owners, as said terms are defined in the Declaration of Condominium for Cheesman Tower West, which Declaration has been or will be recorded in the Records of the City and County of Denver, Colorado.

The membership of each Owner shall terminate when he ceases to be an Owner, and upon the sale, transfer or other disposition of his ownership interest in the Property, his membership in the Association shall automatically be transferred to the new Owner succeeding to such ownership interest.

The aggregate number of votes for all Owners shall be one hundred (100), which shall be divided among the respective Owners in accordance with their respective percentages of ownership interest in the Common Elements. If any Owner consists of more than one person, the voting rights of such Owner shall not be divided but shall be exercised as if the Owner consisted of only one person in

accordance with the proxy or other designation made by the person constituting such Owner. Cumulative voting is prohibited.

A quorum of Owners for any meeting shall be constituted by Owners represented in person or by proxy and holding a majority of the votes entitled to be cast at such meeting.

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Norman Brownstein	410 17th Street, Suite 1880 Denver, Colorado
James S. Mandel	410 17th Street, Suite 1880 Denver, Colorado
Stephen W. Arent	410 17th Street, Suite 1880 Denver, Colorado

IN WITNESS WHEREOF, we have hereunto set our hands this day of, 1979.

.....
Norman Brownstein

.....
James S. Mandel

.....
Stephen W. Arent

STATE OF COLORADO }
CITY AND COUNTY OF DENVER } SS.

The foregoing instrument was acknowledged before me this day of, 1979 by Norman Brownstein, James S. Mandel and Stephen W. Arent.

My commission expires:

.....
Notary Public