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Filed in the Office of the  
 Secretary of State of Texas  
 This 7 day of April 19...  
 By *E. J. [Signature]*  
 Administrative Assistant

ARTICLES OF INCORPORATION

OF

THUNDERBIRD SUTTON PLACE TOWNHOMES ASSOCIATION, INC.

We, the undersigned natural persons of the age of Twenty-One (21) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is THUNDERBIRD SUTTON PLACE TOWNHOMES ASSOCIATION, INC.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized are:

(1) To provide a means of administering, preserving and maintaining for the common good of the members of the corporation the condominium project known as THUNDERBIRD SUTTON PLACE TOWNHOMES (the "Project") located on the following described real estate in the City of El Paso, El Paso County, Texas, to-wit:

Lot 1, Block 1, SUTTON PLACE (UNIT ONE), an addition to the City of El Paso, El Paso County, Texas, according to the map thereof on file in Book 21, Page 29 of the Plat Records of El Paso County, Texas.

all in accordance with the terms and provisions of the Texas Condominium Act, Art. 1301a, V.A.T.S., (the "Act"), and the Condominium Declaration for the Project, filed or to be

filed pursuant to the Act in the Condominium Records of El Paso County, Texas.

(2) Subject to Part Four of the Texas Miscellaneous Corporation Laws Act, to exercise all powers of a non-profit corporation as set forth in the Texas Non-Profit Corporation Act, and to do all of the things necessary and proper to accomplish the purposes set out herein, and to administer and enforce provisions of the Act and the Declaration for said Project.

ARTICLE V

The street address of the initial registered office of the corporation is 350 Thunderbird Drive, El Paso, Texas, 79912, and the name of the initial registered agent of the corporation at such address is ALLEN T. CADMAN.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Allen T. Cadman	540 South Otis Street Denver, Colorado 80226
John K. McCready	12048 East Amherst Place Denver, Colorado 80232
Richard T. Nyman	2880 South Raritan Englewood, Colorado 80110

ARTICLE VII

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Allen T. Cadman	540 South Otis Street Denver, Colorado 80226
John S. Birkelbach	424 Ferlet Anthony, Texas
Michael F. Ainsa	634 Turney Boulevard El Paso, Texas 79902

IN WITNESS WHEREOF, we have hereunto set our hands  
this 28th day of February, 1977.

Allen T. Cadman  
ALLEN T. CADMAN

John S. Birkelbach  
JOHN S. BIRKELBACH

Michael F. Ainsa  
MICHAEL F. AINSA

THE STATE OF TEXAS )  
COUNTY OF EL PASO )

I, Judy G. Proffitt, a Notary Public do  
hereby certify that on this 28th day of February, 1977,  
personally appeared before me ALLEN T. CADMAN, JOHN  
S. BIRKELBACH and MICHAEL F. AINSA, who each being  
by me first duly sworn, severally declared; that they are  
the persons who signed the foregoing document as incorpo-  
rators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and  
seal this the day and year above written.

Judy G. Proffitt  
Notary Public in and for El Paso  
County, Texas

My Commission Expires:

Nov. 24, 1977