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STATE OF COLORADO  
DEPARTMENT OF STATE

ARTICLES OF INCORPORATION

OF

MIDWAY RANCHES

PROPERTY OWNERS' ASSOCIATION, INC.

The undersigned natural person, being more than eighteen years of age, hereby establishes a non-profit corporation under the Colorado Non-Profit Corporation Act and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the corporation is MIDWAY RANCHES PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES AND POWERS

SECTION 1. The purposes for which the Corporation is organized are as follows:

a. To administer, development and maintenance of roads, government, installation and maintenance of utilities, maintenance and improvement of signs and properties, recreational enjoyment, development of services and facilities, publicity, enforcement of protective covenants and assessments.

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b. To engage in and conduct the transaction of all lawful business for which corporations may be incorporated pursuant to the Colorado Non-Profit Corporation Act, including, but not limited to, the purposes set forth hereinabove.

SECTION 2. POWERS - Subject to any specific limitations imposed by these Articles of Incorporation, the powers of the Corporation are as follows:

a. All those powers specified in the Colorado Non-Profit Corporation Act.

b. The power to carry out the purposes hereinabove set forth.

#### ARTICLE IV

##### MANAGEMENT OF AFFAIRS

The business and affairs of the Corporation shall be managed by a Board of Directors which will exercise all of the powers of the Corporation, except as otherwise provided in the Colorado Non-Profit Corporation Act, or by these Articles of Incorporation.

#### ARTICLE V

##### MEMBERSHIP

The members of this Corporation shall be all Property owners of the MIDWAY RANCHES Filing No. 1, MIDWAY RANCHES Filing No. 2 and MIDWAY RANCHES Filing No. 3, all in Pueblo County, Colorado and MIDWAY RANCHES Filing No. 4 in El Paso County, Colorado.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 2454 Waynoka Road, Colorado Springs, Colorado and the name of the initial registered agent of the Corporation at such address is Timothy T. Ward.

ARTICLE VII

DIRECTORS

The initial Board of Directors shall consist of three (3) members, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the members, or until their successors be elected and qualify, are:

- a. TIMOTHY T. WARD  
2454 Waynoka Road  
Colorado Springs, CO 80915
- b. GARY A. SMITH  
2454 Waynoka Road  
Colorado Springs, CO 80915
- c. HAROLD B. SMITH  
2454 Waynoka Road  
Colorado Springs, CO 80915

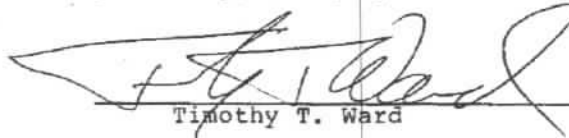
ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Corporation  
is:

- a. TIMOTHY T. WARD  
2454 Waynoka Road  
Colorado Springs, CO 80915

EXECUTED this the 20th day of July, 1987, by the undersigned  
incorporator.


  
\_\_\_\_\_  
Timothy T. Ward


STATE OF COLORADO )  
                          ) ss.  
COUNTY OF EL PASO )

I, GARY SMITH, a Notary Public, hereby certify  
that on the 20th day of July, 1987, personally appeared before me  
the incorporator, Timothy T. Ward, who being by me first duly  
sworn, declared that he is the person who signed the foregoing  
document as incorporator, and that the statements therein  
contained are true to the best of his knowledge, information and  
belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 20th day of July, 1987.

My Commission Expires:

  
5/31/89

  
\_\_\_\_\_  
Notary Public  
2454 WAYNOKA RD  
COLORADO SPRINGS, CO 80915