

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AVION CLUB OWNERS ASSOCIATION, INC.

19981037323 M
\$ 25.00
SECRETARY OF STATE
02-26-98 11:33:24

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is:

AVION CLUB OWNERS ASSOCIATION, INC.

2. The following amendment to the Articles of Incorporation was adopted on *February 15*, 1998, as prescribed by the Colorado Nonprofit Corporation Act.

Article I of the Articles of Incorporation is hereby amended in its entirety to read:

The name of the corporation shall be:

BUCKHORN RANCH ASSOCIATION, INC.

3. The following amendment to the Articles of Incorporation was adopted on *February 15*, 1998, as prescribed by the Colorado Nonprofit Corporation Act.

Article III of the Articles of Incorporation is hereby amended in its entirety to read:

The business, objects, and purposes for which the Corporation is formed are as follows:

- A. To be and constitute the Association to which reference is made in the certain Declaration of Protective Covenants for Buckhorn Ranch, ("Protective Covenants") to be recorded with the Gunnison County Clerk and Recorder for a subdivision known as Buckhorn Ranch and formerly known as "The Avion Club" situate on 280 acres of land in Section 7 and 8, Township 14 South, Range 85 West, 6th Principal Meridian, Gunnison County, Colorado, and to perform all obligations and duties of such Association and to exercise all rights and powers of such Association as specified therein and herein.

B. To provide an entity for the furtherance of the interest of the owners in Buckhorn Ranch.

C. To provide an entity for the acquisition, construction, management, maintenance, and care of the property owned by or entrusted to such association.

3. Such amendment was adopted by a vote of the board of directors of the Corporation at a special meeting held on *February 15, 1998* for such purpose, a quorum of the members were present at that meeting, and the amendment received a two-thirds approval by the members present.

4. Except as hereby amended, the provisions of the Articles of Incorporation shall remain in full force and effect.

Dated: *February 15, 1998*.

AVION CLUB OWNERS ASSOCIATION, INC.,
a Colorado non-profit corporation

By: _____

Richard A. Landy
Richard A. Landy, President

By: _____

GARY S. HOFFMAN
Secretary

GARY S. HOFFMAN

**AMENDMENTS TO BYLAWS OF
AVION CLUB OWNERS ASSOCIATION, INC.**
(Amendments Adopted February 15, 1998)

TITLE - REFERENCE

The title of the Bylaws of the Avion Club Owners Association, Inc. shall be changed to the Bylaws of Buckhorn Ranch Association, Inc. and all future references to the Bylaws shall mean reference to the Bylaws of Buckhorn Ranch Association, Inc.

ARTICLE I - OFFICERS

Section 1 is amended to read as follows:

Business Offices. The principal office of the Buckhorn Ranch Association, Inc., a Colorado non-profit corporation ("Association") shall be located in the County of Gunnison. The Association may have such other offices, either within or out of the State of Colorado, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

ARTICLE II - MEMBERS

Section 1 is amended to read as follows:

Membership. The Association shall consist of the persons acquiring an ownership interest in one or more of the lots within Buckhorn Ranch Subdivision ("Subdivision"), such ownership interest shall be the sole qualification for membership.

ARTICLE III - MEETING OF THE MEMBERS

Section 8 is amended to read as follows:

Manner of Acting. An affirmative vote of a majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law, by the Declaration of Protective Covenants for Buckhorn Ranch ("Covenants") or by these Bylaws, and such vote shall be binding on all members.

ARTICLE IV - BOARD OF DIRECTORS

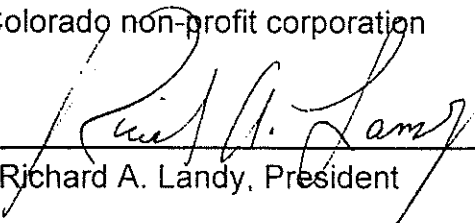
A new subsection is added to Section 3 after subsection (n) of this Article to read as follows:

3. Specific Powers and Duties. Without limiting the generality of the foregoing Section 2, the Board of Directors shall be specifically empowered to and shall have the duty to:

...

- (o) Establish such subassociations described in the Covenants, and especially the Brush Creek Airport Association for the administration of Brush Creek Airport.
- (p) In general, to carry out the administration of this Association and do all of those things necessary and reasonable in order to carry out the governing and the operation of the Subdivision.

BUCKHORN RANCH ASSOCIATION,
a Colorado non-profit corporation

By: 
Richard A. Landy, President