

70284

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

VAIL ASSOCIATES CONSULTANTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of VAIL ASSOCIATES CONSULTANTS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to VAIL ASSOCIATES CONSULTANTS, INC. to transact business in this State under the name VAIL ASSOCIATES CONSULTANTS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated September 12, 1991



Pete T. Cenarrusa
SECRETARY OF STATE

Shirley Williams
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement.

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SECRETARY OF STATE

1. The name of the corporation is VAIL ASSOCIATES CONSULTANTS, INC.

2. The name which it shall use in Idaho is VAIL ASSOCIATES CONSULTANTS, INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Colorado

4. The date of its incorporation is September 8, 1976 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

600 Lionshead Mall, Gondola Terminal Bldg., Vail, Colorado 81657

6. The address to which correspondence should be addressed, if different from that in item 5.

P.O. Box 7, c/o Legal Dept., Vail, Colorado 81658

7. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is CT Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Consulting services for resort and real estate development, real estate sales and for the transaction of any and all lawful business pursuant to Idaho law.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Michael S. Shannon</u>	<u>President/Dir.</u>	<u>245 Forest Rd., Vail, CO 81657</u>
<u>Larry E. Lichliter</u>	<u>Vice President/ Director</u>	<u>1975 Gore Creek Drive, Vail, CO 81657</u>
<u>Gerald E. Flynn</u>	<u>Vice President/ Director /Treasurer</u>	<u>0122 Coyote Cir., Eagle-Vail, CO 81620</u>
<u>Robert E. Buckley</u>	<u>Vice President/ Director</u>	<u>2705 Bald Mt. Rd., Vail, CO 81657</u>
<u>Nola S. Dyal</u>	<u>Secretary</u>	<u>470 Homestead, Edwards, CO 81632</u>
<u>Robert L. Sperberg</u>	<u>Asst. Secretary</u>	<u>Sunbird Lodge, Vail, CO 81658</u>

(continued on reverse)



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SECRETARY OF STATE

STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, *NATALIE MEYER*, Secretary of State of the State of Colorado hereby certify that

According to the records of this office

VAIL ASSOCIATES CONSULTANTS, INC.
(COLORADO CORPORATION)

has complied with the applicable provisions of the laws of the State of Colorado and on this date is in good standing and authorized and competent to transact business or to conduct its affairs within this state.

Dated: AUGUST 28, 1991

Natalie Meyer
SECRETARY OF STATE