

Unanimous Consent in Writing
Of the Board of Directors, Incorporator and Declarant of
Abert Ranch Owners Association
A Colorado Nonprofit Corporation

The undersigned being the Incorporator, all the Directors of Abert Ranch Owners Association, a Colorado non-profit corporation, acting without a meeting pursuant to CRS 7-128-202 and the Declarant of Abert Ranch according to the Declaration of Covenants, Conditions Restrictions and Easements to be recorded in the records of El Paso County, Colorado, approve the following resolutions.

1. The Articles as filed with the Colorado Secretary of State are approved and adopted as the Articles of this corporation.
2. The Bylaws attached hereto are adopted.
3. Eric Leffler is elected as a member of the Board of Directors, Chairman of the Board of Directors and President, Assistant Secretary and Assistant Treasurer.
4. Michael Turner is elected as member of the Board of Directors, and as Vice President and Treasurer.
5. Michael Davidson is elected member of the Board of Directors, and Secretary.
6. Eric Leffler is appointed Registered Agent in Colorado.
7. The corporation's accounting year shall end December 31.
8. The President is authorized to open a bank account in Vectra Bank of Colorado and the banking resolutions attached hereto in connection with such bank account are hereby adopted.
9. The officers are directed to file all appropriate government documents with the Internal Revenue Service with respect to taxes.
10. The Officers are directed to pay all expenses of incorporation and organization of the corporation and to reimburse those persons who may have paid such expenses.
11. The corporation appoints Duncan S. Bremer as (non-exclusive) attorney for the corporation to serve at the pleasure of the Board of Directors.
12. The corporation appoints Wyckoff and Associates as accountant for the corporation to serve at the pleasure of the Board of Directors, and specifically authorizes such accountant to make all appropriate applications and filings with the IRS and state authorities as will facilitate operations of the corporation.
13. The officers of the corporation are authorized to engage such consultants and professionals, as they shall deem appropriate for the conduct of the business of the corporation.
14. The officers are directed to execute all documents required by El Paso County to facilitate the platting of the subdivision to be known as Abert Ranch, including specifically:
 - a. the Declaration of Conditions Covenants, Restrictions and Easements for Abert Ranch as presented to the undersigned, (the "Declaration") including specifically all undertakings by the Association in regard to the Water Decree referenced therein, maintenance of the detention basin, drainage easements, fences, etc.

