

ORGANIZATIONAL CONSENT OF DIRECTORS
OF
WESTHAVEN CONDOMINIUMS ASSOCIATION

The undersigned, constituting all of the members of the initial Board of Directors of WestHaven Condominiums Association, a Colorado nonprofit corporation (the "Corporation"), hereby adopt the following resolutions and take the following actions in lieu of holding the organization meeting of the Board of Directors of the Corporation:

1. Articles of Incorporation Resolved, that the Articles of Incorporation executed by Russell N. Mullins filed with the Secretary of State of the State of Colorado are accepted as the Articles of Incorporation of the Corporation and shall be placed in the minute book of the Corporation.

2. Bylaws. Resolved, that the Bylaws presented to the directors be, and they hereby are, adopted as the Bylaws of the Corporation, and that the original of such Bylaws be placed in the minute book of the Corporation.

3. Corporate Seal. Resolved, that the seal of the Corporation be circular in form and shall contain the name of the Corporation and the words "Seal" and "Colorado".

4. Bank Depository. Resolved, that The First National Bank of Gunnison be, and it hereby is, designated as the depository of the Corporation; that the customary form of resolution of such bank conferring banking and borrowing authority upon certain of the Corporation's officers be, and it hereby is, adopted; and that a copy of such resolution be placed in the minute book of the Corporation.

5. Officers. Resolved, that the following named persons are elected to the office or offices set forth opposite their respective names, to serve until the next annual meeting of the Board of Directors or until their successors are duly elected and qualify:

President:	Lawrence L. Blatt
Vice President:	Jan J. Swineford
Secretary:	Thomas D. Swineford
Treasurer:	Thomas D. Swineford

6. Rules and Regulations. Resolved, that the Rules and Regulations presented to the directors be, and they hereby are, adopted as the Rules and Regulations of the Corporation for WestHaven Condominiums.

7. Organizational Fees and Expenses. Resolved, that the Treasurer be, and he hereby is, authorized and directed to pay all Corporation fees and expenses incident to and required for the organization of the Corporation.

8. Further Actions. Resolved, that the proper officers of the Corporation are hereby authorized and directed to proceed with and take all further actions and do all items of business that may be necessary or desirable to effectuate the organization and the operation of the Corporation in its business affairs.

Dated 7-28, 1993.

/s/ LAWRENCE L. BLATT

/s/ JAN J. SWINEFORD

/s/ THOMAS D. SWINEFORD