

ORIGINAL

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DEC 10 2004
Utah Div. Of Corp. & Comm. Code

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
FLAGSTAFF MASTER OWNERS ASSOCIATION, INC.
(A Nonprofit Corporation)

Flagstaff Master Owners Association, Inc., a Utah nonprofit corporation (the "Master Association") does hereby certify as follows:

1. The Master Association's Articles of Incorporation, as filed with the Utah Department of Commerce Division of Corporations and Commercial Code on August 8, 2002, are hereby amended to delete Article I in its entirety and replace it with the following:

ARTICLE I

The name of the nonprofit corporation is Empire Pass Master Owners Association, Inc. ("Master Association").

The foregoing amendment to the Master Association's Articles of Incorporation was duly adopted by the Members of the Master Association, in the manner required by Section 16-6a-1003 of the Utah Revised Nonprofit Corporation Act, Utah Code Ann. § 16-6a-101 et seq. ("the Act"), at a duly called and convened meeting of the Members held on December 10, 2004, and, at such meeting, a sufficient number of votes were cast **FOR** the approval of the foregoing amendment to the Master Association's Articles of Incorporation to cause indisputably their approval by the Members of the Master Association.

2. Article VII of the Master Association's Articles of Incorporation, is hereby amended to delete the names and addresses of the initial Board of Directors in their entirety and replace the names and addresses with the following:

<u>NAME</u>	<u>ADDRESS</u>
T. James Tadeson	890 Main Street, Suite 5109 P.O. Box 4349 Park City, Utah 84060
Mark R. Thorne	890 Main Street, Suite 5109 P.O. Box 4349 Park City, Utah 84060
Jim Hill	P.O. Box 684269 Park City, Utah 84060

3. Article VIII of the Master Association's Articles of Incorporation is hereby amended to delete the names of the initial officers of the Master Association in their entirety and replace the names of the officers of the Master Association with the following:

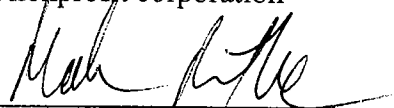
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<u>NAME</u>	<u>OFFICE</u>
Mark R. Thorne	President
Jim Hill	Secretary
T. James Tadeson	Treasurer

The foregoing amendment to the Master Association's Articles of Incorporation was duly adopted pursuant to a Unanimous Written Consent Resolution dated December 10, 2004, by the Board of Directors, in accordance with Section 16-6a-1002 of the Act.

Executed this 10th day of December, 2004.

Flagstaff Master Owners Association, Inc.,
a Utah nonprofit corporation

By: 

Print Name: Mark R. Thorne
Title: President