

ARTICLES OF INCORPORATION

OF

CAPISTRANO COURT HOMEOWNERS ASSOCIATION, INC.

The undersigned person, acting as incorporator of a corporation under the Colorado Nonprofit Corporation Act, signs and acknowledges the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the Corporation is: CAPISTRANO COURT HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are as follows:

(a) To govern, on a non-profit basis, the condominium property situated in the County of Arapahoe, State of Colorado, described in the Declaration for Capistrano Court Condominiums (a condominium project) under the provisions of the Condominium Ownership Act of the State of Colorado and as is provided in the Condominium Declaration.

(b) To purchase or otherwise acquire, and own, hold, manage, develop, maintain, rehabilitate, improve and sell, lease, exchange, encumber or otherwise dispose of and deal in real property, whether improved or unimproved, and any interest therein, of every kind and description, whether in connection with or incident or related to the foregoing purposes.

(c) To purchase or otherwise acquire, and own, hold, manage, maintain, rehabilitate, improve, develop and sell, lease, exchange, encumber or otherwise dispose of and deal in personal property of every kind and description, tangible or intangible, whether in connection with or incident or related to the foregoing purposes.

(d) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith which are not forbidden by the non-profit corporation laws of the State of Colorado, by any other law, or by these Articles of Incorporation.

ARTICLE IV

In furtherance of the purposes set forth in Article III of these Articles of Incorporation:

(a) The Corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon non-profit corporations organized under and pursuant to the laws of the State of Colorado, including, but not limited to, the power to enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in Article III of these Articles of Incorporation, jointly or in common with others.

(b) In addition, the Corporation may do everything necessary, suitable or proper for the accomplishment or furtherance of any of its corporate purposes.

Notwithstanding the above, unless at least one hundred percent (100%) of the first mortgagees of condominium units (based upon one vote for each first mortgage owned or held) have given their prior written approval, the Association shall not be empowered or entitled to:

(a) By act or omission, seek to abandon, or terminate the condominium regime.

(b) Partition or subdivide any condominium unit.

(c) By act or omission, seek to abandon, partition, subdivide, encumber, sell or transfer the common elements.

(d) Use hazard insurance proceeds for loss to the improvements for other than the repair, replacement or reconstruction of such improvements.

ARTICLE V

The Corporation shall have the following two classes of voting membership as follows:

(a) Class A. Class A members shall be all the owners of condominium units, other than the Declarant of said condominium declaration, and Class A members shall have voting rights based upon the percentage of the undivided interest of each condominium unit owner in the general common elements. Except as may be provided in the Association By-Laws, an owner of an undivided percentage interest in a condominium unit shall be entitled to a vote equal to his fractional ownership interest in such unit. Cumulative voting is prohibited.

(b) Class B. The Class B members shall be the Declarant of said condominium declaration, and notwithstanding anything contained in these Articles of Incorporation or the By-Laws of the Association, the Declarant shall be entitled to elect all of the members of the Board of Directors of the Corporation and to control the Corporation. Provided, however, the Class B membership shall cease and be converted to a Class A membership upon the transfer of condominium units by Declarant to purchasers representing 80% of the undivided interest in the common elements.

ARTICLE VI

The Corporation shall have no shareholders, and is not organized for profit. No member, member of the Board of Directors or person from whom the Corporation may receive any property or funds shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Corporation be paid as salary

or compensation to, or distributed to, or inure to the benefit of any member of the Board of Directors; provided, however, always (1) that reasonable compensation may be paid to any member or manager while acting as an agent or employee of the Corporation for services rendered in effecting one or more of the purposes of the Corporation; (2) that any member or manager may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation; and (3) any member of the Board of Directors may be compensated for attendance at any regular or special meeting of the Board of Directors.

ARTICLE VII

The affairs of the Corporation shall be managed by a Board of Directors consisting initially of three (3) members. With the exception of the first Board of Directors, the number of Directors shall be as fixed in the Corporation's By-Laws. The Directors shall be elected by the members of the Corporation in the manner provided by the By-Laws. The names and addresses of the persons who will constitute the initial Board of Directors and to serve as the initial Directors until their successors are duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jack Karford	4501 West Wagon Trail Littleton, Colorado 80123
Barbara Karford	4501 West Wagon Trail Littleton, Colorado 80123
Robin Fike	3650 South Pennsylvania, #502 Englewood, Colorado 80110

ARTICLE VIII

The Board of Directors shall have the power to adopt such prudential By-Laws and to alter the same as it may from time to time deem proper for the management of the affairs of the Corporation, so long as they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE IX

The address of the initial registered office of the Corporation is: 3375 South Bannock, Suite 100, Englewood, Colorado 80110 and the name of the initial registered agent of the Corporation at such address is: JACK KARFORD.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in, or to add any provision to its Articles of Incorporation from time to time in any manner now or hereafter prescribed or permitted by the laws of the State of Colorado.

ARTICLE XI

The name and address of the incorporator of the Corporation is as follows:

Jack Karford

3375 South Bannock Street, Suite 100
Englewood, Colorado 80110

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article XI of the annexed and foregoing Articles of Incorporation, has executed said Articles of Incorporation as of the 28 day of APRIL, 1978.

Jack Karford
Jack Karford

STATE OF COLORADO)
) ss.
COUNTY OF ARAPAHOE)

I, Robin Fike, a Notary Public hereby certify that JACK KARFORD known to me to be the person whose name is subscribed to the annexed and foregoing Articles of Incorporation, appeared before me this day in person and being by me duly sworn, acknowledged and declared that he signed said Articles of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth and that the statements therein contained are true.

WITNESS my hand and official seal this 28th day of April, 1978.

My commission expires: My Commission expires June 7, 1979

Robin Fike
Notary Public

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