

234193

ARTICLES OF INCORPORATION

Brookside Homeowners Association

DOMESTIC
NOT FOR PROFIT

Filed in the office of the Secretary of
State, of the State of Colorado, on the

24th day of September A. D. 1971

BYRON A. ANDERSON
Secretary of State

Filing Clerk Sunahara Fees \$10.

Old Age Pension Fund _____

This document has been inspected
and properly entered on the Re-
cords of The Flat Tax Department.

Date September 25, 1971

Urbatich Clerk

OK Mcl.

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ARTICLES OF INCORPORATION
OF
BROOKSIDE HOMEOWNERS ASSOCIATION

In compliance with the requirements of The Colorado Non-Profit Corporation Act, set forth in Statutes 1963, Chapter 31, Article 24, the undersigned, all of whom are residents of the County of Jefferson and State of Colorado and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Brookside Homeowners Association, hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 11902 W. Cedar Drive, Lakewood, Colorado 80228. (Jefferson County)

ARTICLE III

Jay G. Colby, whose ^{registered office} address is 1485 Holland Street, Lakewood, Colorado 80215, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and Common Area within that certain tract of property described as:

All of the East 140 feet of the North 282.10 feet of the West one-half of Tract numbered 130 in Brookside, as filed in the records of Jefferson County, Colorado,

AND,

All that portion as shown on the recorded plat of Brookside Townhouses as Building Unit 1, described as follows, to-wit:

Beginning at a point which lies 110.0 feet west and 40.06 feet south of the Northeast corner of the West one-half of Tract 13, BROOKSIDE, as filed in the records of Jefferson County, Colorado; thence Southeasterly on a deflection angle left of $15^{\circ}00'$ from a projected line parallel to the East line of said West one-half of Tract 13, BROOKSIDE, a distance of 97.70 feet; thence on a deflection angle left of $90^{\circ}00'$, a distance of 38.86 feet; thence on a deflection angle left of $90^{\circ}00'$, a distance of 97.70 feet, thence on a deflection angle left of $90^{\circ}00'$, a distance of 38.86 feet to said point of beginning,

AND EXCEPT,

All that portion as shown on the recorded plat of Brookside Townhouses as Building Unit 2, described as follows, to-wit:

Beginning at a point which lies 110.0 feet west and 248.88 feet south of the Northeast corner of the West one-half of Tract 13, BROOKSIDE, as filed in the records of Jefferson County, Colorado; thence Southeasterly on a deflection angle left of $75^{\circ}00'$ from a projected line parallel to the East line of said West one-half of Tract 13, BROOKSIDE, a distance of 38.86 feet, thence on a deflection angle left of $90^{\circ}00'$, a distance of 97.70 feet; thence on a deflection angle left of $90^{\circ}00'$, a distance of 38.86 feet; thence on a deflection angle left of $90^{\circ}00'$, a distance of 97.70 feet to said point of beginning,

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association

as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk and Recorder of the County of Jefferson, State of Colorado and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Colorado by law may now or hereafter have or exercise.

ARTICLE V
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership, except as hereinafter provided. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners defined in Article V with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article V. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration). The Class B member(s) shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article V, provided

that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on December 31, 1972.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
W. Jerry Castleberry	11902 W. Cedar Drive Lakewood, Colorado 80228
James R. Phillips	13424 Braun Road Golden, Colorado 80401
Jacquelyn Phillips	13424 Braun Road Golden, Colorado 80401
Robert D. Schow	13702 W. Virginia Drive Lakewood, Colorado 80228
Michael F. Clendenen	13702 W. Virginia Drive Lakewood, Colorado 80228
Deborah Ann Clendenen	13702 W. Virginia Drive Lakewood, Colorado 80228
Mary A. Castleberry	1178 S. Braun Circle Lakewood, Colorado 80228
Gloria L. Schow	13702 W. Virginia Drive Lakewood, Colorado 80228
Faye L. Hall	7842 W. Florida Drive Lakewood, Colorado 80226

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

VIII

LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject at any one time shall not exceed \$10,000.00 while there is a Class B membership, and thereafter shall not exceed 150 per cent of its income for the previous fiscal year, provided that additional amounts may be authorized by the assent of two-thirds (2/3) of each class of the membership.

ARTICLE IX

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of the membership.

ARTICLE X

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent of two-thirds (2/3) of each class of the membership.

ARTICLE XI

AUTHORITY TO DEDICATE

The Association shall have the power to dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication

or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of membership, agreeing to such dedication, sale or transfer.

ARTICLE XII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII

DURATION

The corporation shall exist perpetually.

ARTICLE XIV

MEETINGS FOR ACTIONS COVERED BY ARTICLES VIII THROUGH XII

In order to take action under Articles VIII through XII, there must be a duly held meeting. Written notice setting forth the purpose of the meeting shall be given to all members not less than 30 days nor more than 60 days in advance of such meeting. The presence of members in person or by proxy entitled to cast sixty per cent (60%) of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at

such subsequent meeting shall be one-half (1/2) of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than 60 days following the preceding meeting. In the event that two-thirds (2/3) of the quorum of each class of membership are not present in person or by proxy, members not present may give their written assent to the action taken thereat.

ARTICLE XV

AMENDMENTS

Amendment of these Articles shall require the assent of 75 per cent (75%) of the entire membership.

ARTICLE XVI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, we, the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation this 20th day of September, 1971.

(Address)

11902 W. Cedar Drive
Lakewood, Colorado 80228

13424 Braun Road
Golden, Colorado 80401

13424 Braun Road
Golden, Colorado 80401

(Name)


W. Jerry Castleberry


James R. Phillips


Jacquelyn Phillips

1178 S. Braun Circle
Lakewood, Colorado 80228

13702 W. Virginia Drive
Lakewood, Colorado 80228

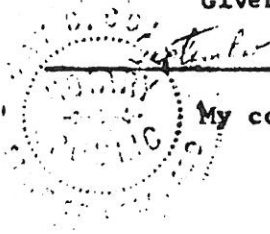
Mary A. Castleberry
Mary A. Castleberry

Robert D. Schow
Robert D. Schow

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

I, Jay G. Colby, in and for
said County in the State aforesaid, do hereby certify that
W. JERRY CASTLEBERRY, JAMES R. PHILLIPS, JACQUELYN PHILLIPS, MARY A.
CASTLEBERRY, and ROBERT D. SCHOW, whose names are subscribed to
the annexed and foregoing Articles of Incorporation, appeared before
me this day in person and acknowledged that they signed, sealed
and delivered the said instruments of writing as their free and
voluntary act, for the uses and purposes therein set forth.

Given under my hand and seal this 20th day of
September, A.D. 1971.



My commission expires:
February 7, 1972

Jay G. Colby
Notary Public

1178 S. Braun Circle
Lakewood, Colorado 80228

13702 W. Virginia Drive
Lakewood, Colorado 80228

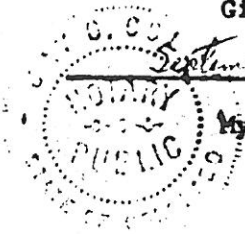
Mary A. Castleberry
Mary A. Castleberry

Robert D. Schow
Robert D. Schow

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

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voluntary act, for the uses and purposes therein set forth.

Given under my hand and seal this 20th day of
September, A.D. 1971.



My commission expires:
February 7, 1972

Jay G. Colby
Notary Public

STATE OF COLORADO

DEPARTMENT OF
STATE



NONPROFIT
CERTIFICATE OF
INCORPORATION

J. Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and acknowledged pursuant to the provisions of the Colorado Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

-----**Brookside Homeowners Association**-----
(A COLORADO NONPROFIT CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this --Twenty-Fourth-- day of --September-- A. D. 1971

Byron A. Anderson
SECRETARY OF STATE
Jeremiah J. Connolly
DEPUTY

