

NOT FOR PROFIT

0701

ARTICLES OF INCORPORATION
OF

BRENTWOOD ESTATES TOWNHOMES ASSOCIATION, INC.

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The undersigned person, acting as incorporator of a corporation under the Colorado Non-profit Corporation Act, signs and acknowledges in duplicate the following Articles of Incorporation for such corporation and states:

ARTICLE I
NAME

The name of this Corporation shall be BRENTWOOD ESTATES TOWNHOMES ASSOCIATION, INC.

ARTICLE II
DURATION

The period of its duration is perpetual.

ARTICLE III
PURPOSES

The business, objects and purposes for which the corporation is formed are as follows:

1. To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions and any supplements thereto (for brevity, hereinafter referred to as Declaration), to be recorded in the records of the Clerk and Recorder of Jefferson County, Colorado, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified therein.

2. To provide an entity for the furtherance of the interests of all of the owners as is referred to in the Declaration including the Declarant, of Lots in the project with the objectives of establishing and maintaining it as a prime ownership project of the highest possible quality and value and enhancing and protecting its value, desirability and attractiveness.

ARTICLE IV
POWERS

In furtherance of its purposes, the corporation shall have all of the powers conferred upon corporations not for profit by the statutes and common law of the State of Colorado in effect from time to time, including all of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the

Association under the Declaration which will include, but shall not be limited to, the following:

1. To make and collect assessments against members of the Association for the purposes of payment of the common expenses (including the expenses incurred in exercising its powers or of performing its functions).
2. To manage, control, operate, maintain, repair, improve and enlarge the general common elements.
3. To enforce the terms, covenants, restrictions, conditions, uses, limitations and obligations set forth under the Declaration and By-laws and to make and enforce rules and regulations as provided therein.
4. To engage in activities which will actively foster, promote and advance the interests of all of the owners, including the interests of the Declarant during its development of the project and its ownership of Lots.

ARTICLE V MEMBERSHIPS

1. This corporation shall be a membership corporation without certificates or shares of stock. There shall be one class of membership, and there shall be one membership in the corporation for each Lot, as defined in the Declaration. The owner or owners of a Lot shall hold and share the membership related to that Lot in the same proportionate interest and by the same type of tenancy in which the title to the Lot is held, provided always that there shall be only one membership per Lot. No person or entity other than an owner of a Lot may be a member of the corporation.

2. Each membership shall have the percentage vote as is set forth in the Declaration on all matters in which members are entitled to vote.

3. A membership in the corporation and the share of a member in the assets of the corporation shall not be assigned, encumbered or transferred in any manner except as appurtenant to the transfer of title to the Lot to which the membership pertains.

4. A transfer of membership shall occur automatically upon the transfer of title to the Lot unit to which the membership pertains; provided, however, that the By-laws of the corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the corporation.

5. Members shall have the right to purchase other Lots and the memberships appurtenant thereto as provided in the Declaration.

6. The corporation may suspend the voting rights of a member for failure to comply with the rules or regulations of the corporation or with any other obligations of the owners of any Lot under the Declaration and By-laws.

7. The By-laws may contain provisions setting forth the rights, privileges, duties and responsibilities of the members.

ARTICLE VI BOARD OF DIRECTORS

1. The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors. The Board of Directors shall consist of not less than three nor more than ten members, the specific number to be set forth from time to time in the By-laws of the corporation. Members of the Board of Directors shall be members of the corporation, subject to Paragraph 12(c) of the Declaration.

2. Members of the Board of Directors shall be elected at the annual meeting of the members in the manner determined by the By-laws.

3. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner to be provided by the By-laws.

4. The names and address of the members of the first Board of Directors who shall serve until the first election of Directors and until their successors are duly elected and qualified, are as follows:

Vernon Tidball
1311 South Dahlia Street
Denver, Colorado 80222

Toshiuyki T. Uchida
1311 South Dahlia Street
Denver, Colorado 80222

Donald Calkins
7500 East Arapahoe Road
Englewood, Colorado 80112

Any vacancies in the Board of Directors occurring before the first election of Directors shall be filled by the remaining Directors.

ARTICLE VII OFFICERS

The Board of Directors may appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as the Board believes will be in the best interest of the corporation. The officers shall have such duties as may be prescribed in the By-laws of the corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE VIII
CONVEYANCES AND ENCUMBRANCES

Corporate property may be conveyed or encumbered by authority of the Board of Directors or by such person or persons to whom such authority may be delegated by resolution of the Board. Conveyances or encumbrances shall be by an instrument executed by the President or a Vice-President and by the Secretary or an Assistant Secretary, or executed by such other person or persons to whom such authority may be delegated by the Board.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be 1311 South Dahlia Street, Denver, Colorado 80222. The initial registered agent at such office shall be Vernon Tidball.

ARTICLE X
AMENDMENTS

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner set forth in the By-laws; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration.

ARTICLE XI
INCORPORATION

Vernon Tidball, acting as incorporator under the Colorado Non-Profit Corporation Act, signed and acknowledged these Articles of Incorporation for such corporation.

INCORPORATOR:

Vernon Tidball

VERNON TIDBALL

STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 25th
day of June, 1983, by VERNON TIDBALL.

Witness my hand and official seal.

Don Calhoun

NOTARY PUBLIC
Address: -----

My commission expires: Nov 24, 1984