

ARTICLES OF INCORPORATION
OF
BROOKSIDE CONDOMINIUM
ASSOCIATION, INC.

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The undersigned natural person, being eighteen (18) years of age or older, hereby establishes a corporation pursuant to the Colorado Nonprofit Corporation Act and adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be: Brookside Condominium Association, Inc.

ARTICLE II
DURATION OF CORPORATION

This corporation shall have perpetual existence, unless it is dissolved according to law.

ARTICLE III
PURPOSES AND POWERS

(a) Purpose. This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the condominium buildings and Common Area within that certain tract of property described in Exhibit A, attached hereto and incorporated herein by this reference (and such other property as may be annexed from time to time to the condominium project known as Brookside Condominiums), and to promote the health, safety and welfare of the residents within the said property and any additions thereto as may hereafter be brought within the jurisdiction of the corporation, and it may exercise all of the powers and privileges and perform all of the duties and obligations of this corporation as set forth in that certain Condominium Declaration for Brookside Condominiums now or hereafter applicable to the said property, or a portion thereof, and recorded or to be recorded in the office of the Clerk and Recorder of the County of Adams, State of Colorado, as the same may be amended from time to time.

(b) Powers. In furtherance of the foregoing purposes, the corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado. In addition, it may do everything necessary, suitable, or proper for the accomplishment of any of its corporate purposes.

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ARTICLE IV
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall consist of three Directors, their names and addresses being as follows:

Paul B. Allen	No. 6 Abilene Street Suite 300 Aurora, Colorado 80011
C. Kay Allen	3835 South Niagara Way Denver, Colorado 80237
Rex C. Smith	15680 East Asbury Place Aurora, Colorado 80013

Thereafter the number of Directors constituting the Board of Directors shall be not less than the minimum number of Directors permitted by the statutes of Colorado, nor more than nine (9) Directors, the exact number thereof to be fixed from time to time pursuant to the By-laws of the Corporation.

ARTICLE V
REGISTERED OFFICE AND AGENT


The address of the initial registered office of the corporation is No. 6 Abilene Street, Suite 300, Aurora, Colorado 80011. The name of its initial registered agent at such address is Paul B. Allen.

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator is:

William G. Horbleck
633 17th Street, Suite 3100
Denver, Colorado 80202

Dated: August 2, 1984


INCORPORATOR

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

The foregoing document was acknowledged before me this 2nd
day of August, 1934 by William G. Horlbeck.

My commission expires: _____.

Witness my hand and official seal.

Debara L. Sharkey
Notary Public

Address of Notary: _____
My Commission Expires April 9 1935
Debara L. Sharkey

EXHIBIT A TO ARTICLES OF INCORPORATION OF
BROOKSIDE CONDOMINIUM ASSOCIATION, INC.

A part of Lot 2, Block 2, BROOKSIDE SUBDIVISION AMENDED, City of Thornton, County of Adams, State of Colorado, more particularly described as follows:

Beginning at the Southwest corner of said Lot 2; thence N 05°25'40" E, (bearings are based on the plot of BROOKSIDE SUBDIVISION AMENDED), along the South line of said Lot 2, a distance of 81.37'; thence N 0°17'01" W, a distance of 95.00'; thence N 80°42'59" E, a distance of 50.00'; thence S 45°17'01" E, a distance of 10.24'; thence S 0°17'01" E, a distance of 79.00' to said South line; thence N 05°25'40" E, a distance of 82.00' to the Southeast corner of said Lot 2; thence along the East and North boundary of said Lot 2 the following (11) courses and distances: (1) N 5°30' 50" W, 85.31'; thence (2) N 80°42'59" E, 1.92'; thence (3) N 0°17'01" W, 27.67'; thence (4) S 09°42'59" W, 4.91'; thence (5) N 0°30'50" W, 11.00'; thence (6) N 15°42'59" E, 29.64'; thence (7) N 09°42'59" E, 4.43'; thence (8) N 0°17'01" W, 11.03'; thence (9) S 09°42'59" W, 1.04'; thence (10) N 15°42'59" E, 27.45'; thence (11) S 09°42'59" W, 64.00'; thence S 65°16'21" W, a distance of 24.17'; thence S 09°42'59" W, a distance of 50.00'; thence N 0°17'01" W, a distance of 85.00' to the North line of said Lot 2; thence along the North and West lines of said Lot 2, the following (3) courses and distances: (1) S 80°42'59" W, 100.00'; thence (2) S 55°11'00" W, 68.13' to a point on a curve; thence (3) along the arc of a curve to the right having a radius of 600.00', a central angle of 21°10'37", an arc distance of 256.01' to the POINT OF BEGINNING, containing 47,660 square feet (1.09 acres) more or less.