

ARTICLES OF INCORPORATION
OF
ANTELOPE HEIGHTS
HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the Colorado Revised Nonprofit Corporation Act, C.R.S. §§ 7-122-101 through 7-122-107, the undersigned, being of full age, has this day, for the purpose of forming a non-profit corporation, certified as follows:

ARTICLE I
NAME

The name of the corporation is ANTELOPE HEIGHTS HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is 6550 South Greenwood Plaza Boulevard, Centennial, Colorado 80111.

ARTICLE III
DURATION

The period of duration of the Association shall be perpetual.

ARTICLE IV
REGISTERED AGENT

Kimberly Mendoza is hereby appointed as the initial registered agent of the Association, and the address of its initial registered office shall be 6550 South Greenwood Plaza Boulevard, Centennial, Colorado 80111.

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

The 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 preservation and architectural control of the Units within that certain tract of property described in Exhibit A to the Declaration (as hereinafter defined), and any additions thereto as may hereafter be brought within the jurisdiction of the Association (hereinafter called the "Planned Development Community"), and to promote the health, safety and welfare of the residents within the Planned Development Community, and for the following purposes to:

1. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions of Antelope Heights, hereinafter called the "Declaration", applicable to the

Planned Development Community and recorded or to be recorded in the Office of the Clerk and Recorder of each county in which any portion of the Planned Development Community is located, as the same may be amended and supplemented from time to time as therein provided, said Declaration being incorporated herein as if set forth at length (terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined);

2. Institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more Unit Owners on matters affecting the Planned Development Community;
3. Provide for the indemnification of its officers and Board, and maintain directors' and officer' liability insurance;
4. Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes; provided that any merger or consolidation shall have the assent of the Unit Owners of Units to which at least two-thirds (2/3) of the votes of the membership in the Association are allocated;
5. Enforce covenants, restrictions, and conditions affecting any property to the extent this Association may be authorized to do so under the Declaration;
6. Engage in activities which will actively foster, promote and advance the common interests of Unit Owners;
7. Adopt, alter and amend or repeal such Bylaws, Rules and Regulations, and promulgate and publish such rules as may be necessary or desirable for the property management of the affairs of this Association; provided, however, that such bylaws, Rules and Regulations shall not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration;
8. Have and exercise any and all powers, rights, and privileges which a corporation organized under the Colorado Revised Nonprofit Corporation Act by law may now or hereafter have or exercise;
9. Exercise any powers enumerated in the Bylaws of the Association and exercise any other powers necessary and proper for the governance and operation of the Association.

ARTICLE VI MEMBERSHIP

The membership of the Association at all times shall consist exclusively of all Unit Owners or, following termination of the Planned Development Community, the membership shall consist of all former Unit Owners entitled to distribution of proceeds under the Act or their heirs, personal representatives, successors or assigns. The foregoing is not intended to include Persons who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit within the Property that could be subject to an assessment.

A transfer of membership shall occur automatically upon the transfer of title to the Unit to which the membership pertains. The Association may suspend the voting rights of a Member for a period not to exceed sixty (60) days for any infraction of published Rules and Regulations or the Bylaws, or for any period during which any assessment against such Unit Owner's Unit remains unpaid. All Members shall be entitled to vote on all matters except any Members who are in default in any obligations to the Association. Cumulative voting is prohibited.

ARTICLE VII VOTING RIGHTS

The Association shall have one class of voting membership. Each Unit Owner shall be entitled to one (1) vote for each Unit owned in accordance with the Allocated Interest attributable to such Unit, except that no votes allocated to a Unit owned by the Association may be cast. The total number of votes which may be cast in connection with any matter shall be equal to the total number of Units then existing within the Planned Development Community. Except as otherwise provided in this Article, during the Period of Declarant Control, the Declarant or Persons appointed by the Declarant may appoint all officers and directors and may remove all officers and members of the Board appointed by it. A Declarant may voluntarily surrender the right to appoint and remove officers and members of the Board before termination of the Period of Declarant Control; but in that event, the Declarant may require, for the duration of the Period of Declarant Control, that specified actions of the Association or Board, as described in a recorded instrument executed by the Declarant, be approved by the Declarant before they become effective. No later than sixty (60) days after conveyance of thirty-three percent (33%) of the Units That May Be Created to Units Owners other than Declarant, at least one (1) member and not less than twenty-five percent (25%) of the members of the Executive Board must be elected by Unit Owners other than the Declarant. Not later than sixty (60) days after conveyance of fifty percent (50%) of the Units That May Be Created to Unit Owners other than a Declarant, not less than thirty-three and one-third percent (33-1/3%) of the members of the Executive Board must be elected by Unit Owners other than the Declarant.

Except as otherwise provided in this Article VII, during the Period of Declarant Control, the Declarant or Persons appointed by the Declarant may appoint all officers and directors and may remove all officers and directors of the Board appointed by it. Not later than the termination of any Period of Declarant Control, the Unit Owners shall elect a Board of at least three (3) members, at least a majority of whom must be Unit Owners other than Declarant. The Board shall elect the officers. The Board members and officers shall take office upon termination of the Period of Declarant Control.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of three (3) Directors (the "Board"). Director shall be Members which, in the case of Declarant, may include any partner of Declarant or any director, officer, employee or authorized agent of Declarant or any partner of Declarant and, in the case of corporate Members, may include the officers and directors of each such corporate Member. If appointed by a Declarant, in the performance of their duties, the officers and members of the Board are required to exercise the care required of fiduciaries of the

Unit Owners. If not appointed by Declarant, no member of the Board and no officer shall be liable for actions take or omissions made in the performance of such member's duties except for wanton and willful acts and omissions. The number of Directors may be changed by amendment of the Bylaws 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>Kimberly Mendoza</u>	6550 South Greenwood Plaza Blvd. Centennial, CO 80111
<u>Todd Amberry</u>	6550 South Greenwood Plaza Blvd. Centennial, CO 80111
<u>Richard Cross</u>	6550 South Greenwood Plaza Blvd. Centennial, CO 80111

The successors to the initial and subsequent Board of Directors shall be appointed or elected in the manner set forth in the Bylaws.

ARTICLE IX DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the Unit Owners with not less than two-thirds (2/3) of the votes of the membership allocated to Units not then owned by the Declarant, and by the Declarant with not less than two-thirds (2/3) of the votes allocated to Units then owned by the Declarant. Upon dissolution of the Association other than incident to a merger or consolidation, the assets of the Association, if any, 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 X OFFICERS

The Board may appoint a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board, in accordance with the provisions of the Bylaws, believes will be in the best interests of the corporation. The officers shall have such duties as may be prescribed in the Bylaws and shall serve at the pleasure of the Board.

ARTICLE XI AMENDMENTS

Amendment of these Articles shall require the assent of Unit Owners holding a majority of a quorum of the votes of the Units, voting in person or by proxy at an annual meeting of the Members or at a special meeting called for this purpose; provided however, that no amendment

to these Articles of Incorporation shall be contrary to or inconsistent with any provision of the Declaration.

**ARTICLE XII
HUD/VA APPROVAL**

During the Period of Declarant Control, the following actions will require the prior approval of HUD or VA if, at the time any such action is taken, HUD has insurance or VA has guarantee(s) on one or more Security Interests: annexation of additional properties, mergers and consolidations, dissolution and amendment of these Articles.

**ARTICLE XIII
INCORPORATOR**

The name and address of the incorporator are: Eric E. Torgersen, 1667 Cole Boulevard, Suite 100, Golden, Colorado 80401.

The name and mailing address of the individual causing these Articles of Incorporation to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are: Eric E. Torgersen, 1667 Cole Boulevard, Suite 100, Golden, Colorado 80401.

8. Registered agent mailing address:
(if different from above)

(City) (State) (Postal/Zip Code)
6550 SOUTH GREENWOOD PLAZA BOULEVARD
(Street name and number or Post Office Box information)

CENTENNIAL CO 80111
(City) (State) (Postal/Zip Code)
(Province - if applicable) (Country - if not US)

9. If the corporation's period of duration
is less than perpetual, state the date on
which the period of duration expires:

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of
incorporator(s): (if an individual):

MENDOZA KIMBERLY
(Last) (First) (Middle) (Suffix)

OR (if a business organization):

6550 SOUTH GREENWOOD PLAZA BOULEVARD
(Street name and number or Post Office Box information)

CENTENNIAL CO 80111
(City) (State) (Postal/Zip Code)
(Province - if applicable) (Country - if not US)

(if an individual)

(Last) (First) (Middle) (Suffix)

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)
(Province - if applicable) (Country - if not US)

(if an individual)

(Last) (First) (Middle) (Suffix)

OR (if a business organization)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

(If more than three incorporators, mark this box and include an attachment stating the names and addresses of all incorporators)

- 12. The nonprofit corporation is formed under the Colorado Revised Nonprofit Corporation Act.
- 13. The corporation will OR will not have voting members.
- 14. A description of the distribution of assets upon dissolution is attached
- 15. Additional information may be included pursuant to §7-122-102, C.R.S. and other organic statutes. If applicable, mark this box and include an attachment stating the additional information.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

- 16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

TORGERSEN	ERIC	E	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
1667 COLE BOULEVARD			
<small>(Street name and number or Post Office Box information)</small>			
SUITE 100			
GOLDEN		CO	80401
<small>(City)</small>	<small>(State)</small>	<small>(Postal/Zip Code)</small>	
<small>(Province - if applicable)</small>		<small>(Country - if not US)</small>	

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.