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ARTICLES OF INCORPORATION  
OF  
COUNTRY CLUB HEIGHTS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the Colorado Nonprofit Corporation Act, cited as Articles 20 to 29 inclusive, of Title VII Colorado Revised Statutes 1973 the undersigned has and hereby acknowledges his intent to form a corporate entity under and by virtue of said law.

ARTICLE I  
NAME

The name of the corporation is Country Club Heights Homeowners Association, Inc., hereinafter called the "Association".

ARTICLE II  
PRINCIPAL OFFICE

The principal and initial registered office of the Association is located in Denver County, Colorado, at 730 Seventeenth Street, Suite No. 920, Denver, Colorado 80202.

ARTICLE III  
INITIAL REGISTERED AGENT

Keith M. Pockross, whose address is 730 Seventeenth Street, Suite No. 920, Denver, Colorado 80202 is hereby appointed the initial registered agent of this Association.

ARTICLE IV  
PURPOSE 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 control of the Privately Owned Sites and Common Area within that certain tract of real property ("Property") described as:

(See Exhibit "A" attached hereto)

and to promote the health, safety, and welfare of the residents within the above described real property (hereinafter referred to as the "Project") and any additions thereto as may be brought within the jurisdiction of this Association. Unless otherwise specified, terms shall have the same meaning in this Articles as such terms have in the Declaration.

ARTICLE V  
POWERS

In furtherance of its purposes, but not otherwise, the Association shall have the power 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 to be recorded 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 Common Area 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, subject to all restrictions imposed by the Declaration and Bylaws 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;

(e) 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 members agreeing to such dedication, sale or transfer;

(f) enforce covenants, restrictions, or conditions affecting the Project to the extent the Association may be authorized under any such covenants restrictions, or conditions, and to make and enforce rules and regulations pertaining to the use of Common Area and to conduct of owners their licensees, guests and invitees while on or in the Project;

(g) enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any person, firm, association, corporation, or other entity or agency, public or private;

(h) adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, that such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration, or these Articles of

## Incorporation:

(i) have and to exercise any and all powers, rights, privileges which a corporation organized under the Colorado Nonprofit Corporation Act by law may now or hereafter have or exercise.

The foregoing clauses shall be construed as objects, purposes and powers, and the matters expressed in each clause shall not be limited by reference or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the general powers and rights of the corporation as provided by law, nor shall the expression of one object, purpose or power be determined to exclude another, although it be of like nature but not expressed.

## ARTICLE VI

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Privately Owned Site 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. Membership shall be appurtenant to and may not be separated from ownership of any Privately Owned Site which is subject to assessment by the Association.

## ARTICLE VII

### CLASSES OF MEMBERSHIP AND VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners of Privately Owned Sites with the exception of the Declarant (as defined in the Declaration) and shall be entitled to one vote for each Privately Owned Site owned. When more than one person holds an interest in any Privately Owned Site, all such persons shall be members. The vote for such Privately Owned Site shall be exercised as they determine but in no event shall more than one vote be cast with respect to any Privately Owned Site.

Class B. The Class B member shall be the Declarant (as defined in the Declaration) and who shall be entitled to three (3) votes for each Privately Owned Site owned. 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 August 1, 1983.

Cumulative voting shall not be allowed in the election of directors of the Association.

## ARTICLE VIII

### BOARD OF DIRECTORS

The business and affairs of the corporation shall be conducted, managed, and controlled by a Board of Directors, the members of which need not be members of the Association. The Board of Directors shall consist of not less than three nor more than nine members, the specific number to be set forth from time to time in the Bylaws of the Association. In the absence of any provision in the Bylaws to the contrary, the Board shall consist of three members. The method of election and the term of office of members of the Board of Directors shall be determined by the Bylaws. Directors may

be removed and vacancies on the Board of Directors shall be filled in the manner to be provided in the Bylaws. The names and addresses of three persons who are to initially act in the capacity of Directors until their successors are duly elected and qualified are as follows:

Donald G. Horner            920 Equitable Building  
                                  730 Seventeenth Street  
                                  Denver, Colorado 80202

Ronald F. Tibbetts        102 Estrella Vista  
                                  Colorado Springs  
                                  Colorado        80911

Margaret Dreher            920 Equitable Building  
                                  730 Seventeenth Street  
                                  Denver, Colorado 80202

At the first annual meeting the members shall elect one Director for a term of one year, one Director for a term of two years, and one Director for a term of three years; and at each annual meeting thereafter the members shall elect one Director for a term of three years to replace the outgoing Director except as provided below.

#### ARTICLE IX

##### OFFICERS

The Board of Directors shall elect a president, a vice president, a secretary, and a treasurer. The Board may additionally elect such other officers as the Board believes will be in the best interests of the Association. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to the Bylaws of the Association. The president must be a member of the Board or Directors. The term of office, duties, and method of removal of officers may be prescribed in the Bylaws of the Association.

ARTICLE X  
MERGER, CONSOLIDATION OR DISSOLUTION

The Association may be merged or consolidated in the manner provided in Article 25 of Title VII of the Colorado Nonprofit Corporation Act, or may be dissolved in the manner provided in Article 26 of Title VII of said Act. In order for the question of merger, consolidation, or dissolution of the Association (when such question is duly presented in accordance with the statutory requirements at an annual or special meeting) to be approved, such merger, consolidation, or dissolution shall require the assent of members of each class possessing an aggregate voting interest of at least two thirds (2/3) of the total voting interest which members of that class present at the meeting, or represented by proxy, are entitled to cast. Voting by mail on the question of merger, consolidation or dissolution is hereby permitted. In the event of such mail vote, said resolution shall be deemed approved upon receiving the assent of members possessing an aggregate voting interest of at least two-thirds (2/3). In the event of the dissolution of this Association either voluntarily by the members hereof, by operation of law, or otherwise, then the assets of this 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 XI  
RIGHT OF DIRECTORS AND OFFICERS TO CONTRACT WITH CORPORATION

It being the express purpose and intent of this Article to permit the Association to buy from, sell to, or otherwise deal with other corporations, firms, associations, or entities of which any or all of the directors and officers of the Association may be directors, officers, or members or in which any or all of them may have pecuniary interests; no contract or other transaction between the Association and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the Board of Directors or a

committee of the Board which authorized, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the Association.

Furthermore, common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee of the Board which authorizes, approves, or ratifies such contract or transaction.

#### ARTICLE XII DURATION

The corporation shall exist perpetually.

#### ARTICLE XIII AMENDMENTS

Amendment to these Articles shall require the assent of members having at least seventy-five percent (75%) of the entire membership.



ARTICLE XIV  
FHA/VA APPROVAL

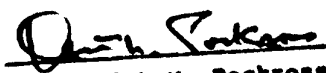
As long as there is a Class B membership, and provided that the Federal Housing Administration ("FHA") or the Veterans Administration ("VA") is insuring or guaranteeing loans in any portion of the Project with respect to initial sales of Privately Owned Sites by Declarant, the following actions will require the prior approval of the FHA or the VA: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of these Articles.

ARTICLE XV  
INCORPORATOR

The incorporator of this corporation and his address is as follows:

Keith M. Pockross  
920 Equitable Building  
730 Seventeenth Street  
Denver, Colorado 80202

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Colorado, the undersigned, being the incorporator of this Association, has executed these Articles of Incorporation this 13th day of August, 1981.

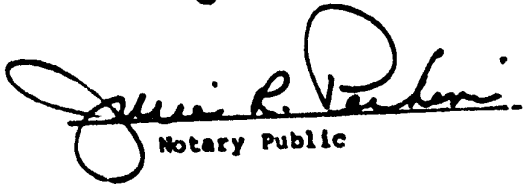
  
\_\_\_\_\_  
Keith M. Pockross

STATE OF COLORADO )  
 ) S5  
CITY AND COUNTY OF DENVER )

The foregoing instrument was acknowledged before me  
this 21 day of August, 1911 by Keith M.  
Pockross.

WITNESS my hand and official seal.

My commission expires May 1, 1915.

  
Notary Public

(SEAL)

EXHIBIT "A"

PROPERTY

A tract of land located in the Southwest Quarter (SW $\frac{1}{4}$ ) of Section 31, Township 7 North, Range 90 West of the 6th Principal Meridian, Moffat County, Colorado, more particularly described as follows:

Beginning at a point lying North 1,085.86 feet and S. 89°56'34" W., 1,358.39 feet from the Southeast Corner of the Southwest Quarter of the Southeast Quarter (SW $\frac{1}{4}$ SE $\frac{1}{4}$ ) of said Section 31;  
thence North 217.48 feet to the Southerly right-of-way of Seventh Street;  
thence along said right-of-way, S. 87°43'06" W., 317.20 feet;  
thence South 331.09 feet;  
thence N. 75°01'12" E., 198.74 feet;  
thence 104.54 feet, along the arc of a curve to the left having a central angle of 26°37'12" and a radius of 225.00 feet, the chord of which bears N. 61°42'36" E., 103.60 feet;  
thence N. 48°24'00" E., 38.43 feet, to the Point of Beginning

otherwise described and known as COUNTRY CLUB HEIGHTS, SECOND ADDITION, as shown on the recorded Plat thereof recorded June 30, 1981 under Reception No. 267285 as Misc. File No. 5534.

**STATE OF COLORADO  
STATEMENT OF CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT**

PLEASE TYPE OR PRINT CLEARLY . . . . . PLEASE READ INSTRUCTIONS ON REVERSE SIDE

The exact Corporate Name, current Registered Office & current Registered Agent are:

FOR OFFICE USE ONLY  
**FILED**  
**COLO. DEPT. OF STATE**  
**026450 E-98**

The Corporation named herein makes the following statement:

The State or Country of Incorporation is: Colorado

The or update street address of the Corporation's REGISTERED OFFICE shall be changed to:  
1076 East 7th Street Craig CO 81625

The name of the Corporation's SUCCESSOR REGISTERED AGENT IS:  
Janette A Bachman

The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical.

The complete street address of the Corporation's principal place of business in Colorado is:  
1076 F 7th Street Craig CO 81625

"Address" means street name and number, city or town, and United States post office zip code designation. If by reason of rural location or otherwise, a street name shall not exist, other appropriate "address" fixing as nearly as possible the actual physical location may be substituted, but in all such exceptional cases the rural free delivery route, the county, and the United States post office zip code designation shall be included.

**IMPORTANT! PLEASE READ CAREFULLY!**  
If you are a not-for-profit corporation or a limited partnership, this form must be notarized. If you are a business (profit) corporation, no notarization is required.

STATE OF Colorado  
COUNTY OF Moffat

Country Club Heights Homeowners Assoc, Inc (Note 1)

By Janette A Bachman (Note 2)  
its President

Subscribed and sworn to before me this 29th day of April 1985  
My commission expires 4-3-1988

**COMPUTER UPDATE COMPLETE**  
HS

George J. Lewis  
Notary Public

Notes: 1. Exact name of corporation making the statement.  
2. Signature and title of officer signing for the corporation, must be president or vice president.

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STATE OF COLORADO  
STATEMENT OF CHANGE OF REGISTERED AGENT - REGISTERED OFFICE

*DN 0 1/16/77*

1. The exact Corporate Name, current Registered Office & current Registered Agent are:

Ms. Janette A. Bachman  
Agent for Country Club Heights Homeowners Association, Inc.  
1076 E. 7th Street  
Craig, CO 81625

The Corporation named herein makes the following statement:

2. The State of incorporation is Colorado.

3. The complete street address of the Corporation's Registered Office will be changed to:

1092 E. 9th St.  
Craig, CO 81625

The complete mailing address of the Corporation's Registered Office shall be changed to:

P.O. Box 1525  
Craig, CO 81626

4. The name of the Corporation's successor Registered Agent is Ms. Christine Deater.

5. The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical.

COMPUTER UPDATE COMPLETE  
AB

6. The complete street address of the Corporation's principal place of business in Colorado is:

1092 E. 7th St.  
Craig, CO 81625

County Club Heights Homeowners Association, Inc.

By: Janette A. Bachman  
Janette A. Bachman, President

STATE OF COLORADO            )  
  ) ss.  
COUNTY OF MOFFAT            )

Subscribed and sworn to me this 5<sup>th</sup> day of September, 1985.

Witness my hand and official seal.

Janette A. Bachman  
Notary Public  
Address: 528 W. 1st St.  
Craig, CO 81625

My commission expires: May 8, 1989

[Seal]