

STATE OF COLORADO

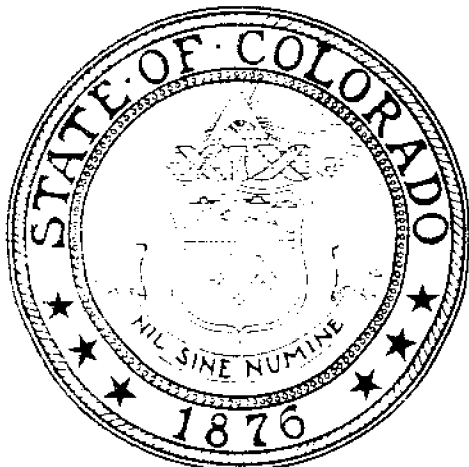


DEPARTMENT OF
STATE

CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION
TO WOODBOURNE HOMEOWNERS ASSOCIATION, INC., A NONPROFIT CORPORATION.



Natalie Meyer
SECRETARY OF STATE

DATED: JULY 24, 1985

SECRETARY OF STATE ARTICLES OF INCORPORATION
RECORDED

OF 0401

FILED

95 JUL 24 A 9:58 WOODBOURNE HOMEOWNERS ASSOCIATION, INC.

JUL 24 1985

STATE OF COLORADO

DEPARTMENT OF STATE
For the purposes of forming a nonprofit corporation pursuant to the provisions of Colorado Revised Statutes, 1973, as amended, the undersigned has made, signed, and acknowledged the following articles:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be WOODBOURNE HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

PERIOD OF EXISTENCE

The period of its duration is perpetual.

ARTICLE III

PURPOSES

The business, objective, and purposes of which the corporation is formed are as follows:

- A. To provide for architectural control of all residents' Lots, and for the maintenance, preservation and architectural control of the Common Area and facilities within and appurtenant to that certain real property described on Exhibit A, and to perform all obligations and duties and exercise all rights and powers of the Association, as specified in the Declaration.
- B. To promote the health, safety, and welfare of the residents within the Project, and any additions thereto as may hereafter be brought within the jurisdiction of this Association.
- C. To 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 by this reference.

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D. To 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 as is provided for in Article V of the Declaration.

E. To dedicate, sell or transfer all or any part of the Common Areas and facilities to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members, as is provided for in Article V of the Declaration.

F. Such other and further powers, rights, and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Colorado may now have or hereafter acquire by law.

ARTICLE IV.

MEMBERSHIPS

This Corporation shall be a membership corporation without certificates or shares of stock.

Every person or entity who is a record Owner of a Lot shall automatically become a Member of the Association and shall remain a Member for the period of the Owner's Lot ownership. If title to a Lot is held by more than one person, the membership related to that Lot shall be shared by all such persons in the same proportion of interests, and by the same type of tenancy, in which the title to the Lot is held. An Owner shall be entitled to one membership for each Lot owned. Each membership shall be appurtenant to the Lot and shall be transferred automatically by the conveyance of the Lot. No person or entity other than an Owner may be a Member of the Association, but the right of membership may be assigned to a Mortgagee as further security for a loan secured by a lien on a Lot and/or Dwelling Unit.

ARTICLE V.

VOTING RIGHTS

The Association shall have two classes of voting membership:

CLASS A. Class A Members shall be all Owners with the exception of the Declarant and shall be entitled to one (1) vote for each Lot owned. 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 (1) vote be cast with respect to any Lot.

Class B. The Class B Members shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The then existing Class B memberships shall cease and be converted to Class A memberships on the happening of either of the following events, whichever occurs first:

- (a) within four (4) months after the date when the total votes outstanding in the Class A memberships equal the total votes outstanding in the Class B memberships; or
- (b) March 31, 1992.

All Members shall be entitled to vote on all matters, as provided above. Cumulative voting is prohibited. No person or entity other than an Owner of a Dwelling Unit may be a Member of the Corporation. Members shall have no preemptive rights to purchase other Dwelling Units or the memberships appurtenant thereto.

If title to a Dwelling Unit is held by more than one person or by a firm, corporation, partnership, association, or other legal entity, or any combination thereof, such Owners shall execute a proxy appointing and authorizing one person or alternative persons to attend all annual and special meetings of Members, and thereat to cast whatever vote the Owner himself might cast if he were personally present. Such proxy shall be effective and remain in force unless voluntarily revoked, amended, or sooner terminated by operation of law. Within thirty (30) days after such revocation, amendment, or termination thereof, however, the Owner shall reappoint and authorize one person or alternate persons to attend all annual and special meetings as is provided in this paragraph.

A membership in the Corporation shall not be assigned, encumbered, or transferred in any manner except as an appurtenance to the transfer of title to the Dwelling Unit to which the membership pertains; provided, however, the rights of membership may be assigned to the holder of a mortgage, deed of trust, or other security instrument on a Dwelling Unit as further security for a loan secured by a lien on such Dwelling Unit.

A transfer of membership shall occur automatically upon the transfer of title to the Dwelling Unit to which the membership pertains. The By-Laws of the Association may, however, contain reasonable provisions and requirements with respect to recording such transfers of the books and records of the Corporation.

The Corporation may suspend the voting rights of a Member for failure to comply with the Rules and Regulations or the By-Laws of the Corporation or with any other obligations of the Owners of a Dwelling Unit under the Declaration or agreement created thereunder.

ARTICLE VI

BOARD OF DIRECTORS

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 or more than nine members, the specific number to be set forth from time to time in the By-Laws of the Corporation. In the absence of any provision to the contrary in the By-Laws, the Board shall consist of three members.

The classes of Directors, method of election and the term of office of members of the Board of Directors shall be determined by the By-Laws.

Directors may be removed and vacancies on the Board of Directors shall be filled in the manner to be provided in the By-Laws.

The names and addresses of the members of the first Board of Directors who shall serve until the first election of Directors by the members and until their successors are duly elected and qualified are as follows:

D. D. Canaday	55 Madison Street, Suite 780 Denver, Colorado 80206
Jan L. Jamison	55 Madison Street, Suite 780 Denver, Colorado 80206
Raymond N. Harrington	55 Madison Street, Suite 780 Denver, Colorado 80206

Any vacancies in the Board of Directors occurring before the first election of Directors by members shall be filled by the remaining Directors. At the first annual meeting the Members shall elect one or more Directors for a term of one (1) year, one or more Directors for a term of two (2) years and one or more Directors for a term of three (3) years; and at each annual meeting thereafter the members may fill any vacancies for the remaining terms or new terms of three years.

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 interests 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

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation will be 55 Madison Street, Suite 780, Denver, Colorado 80206.

The initial registered agent at such office shall be D. D. Canaday.

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator is:

D. D. Canaday
55 Madison Street, Suite 780
Denver, Colorado 80206

ARTICLE X

DISSOLUTION

In the event of the dissolution of this Corporation, either voluntarily by the Members hereof, by operation of law, or otherwise, then the assets of this Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, or the Members in an equitable fashion. In the event that such dedication is refused acceptance, such assets may be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI

AMENDMENTS

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner as set forth in Colorado Revised Statutes: provided, however, that no amendment to the Articles of Incorporation shall be contrary to or inconsistent with any provision of the Declaration.

Dated in the City and County of Denver, Colorado this 16th day of July, 1985.



D. D. Canaday
Incorporator

STATE OF COLORADO

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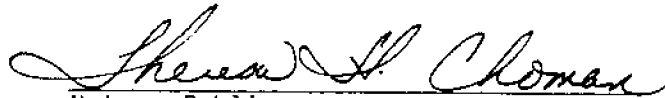
COUNTY OF DENVER

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I hereby certify that on the 16th day of July, 1985 personally appeared before me D. D. Canaday, who being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.

In witness whereof, I have hereunto set my hand and official seal this 16th day of July, 1985.

My commission expires 2-14-89.



Notary Public
55 Madison Street, Suite 780
Denver, Colorado 80206

EXHIBIT A

To The Articles of Incorporation of
Woodbourne Homeowners Association, Inc.

A part of Section 28, Township 5 South, Range 69 West of the Sixth Principal Meridian, County of Jefferson, State of Colorado, also being a part of the Meadows Filing No. 5 and the Meadows Filing No. 5 Phase II, more particularly described as follows:

Commencing at the Southwest corner of said Section 28; Thence $N00^{\circ}13'46''E$ along the West line of said Section 28, 1952.70 feet to the Point of Beginning on the boundary of The Meadows Filing No. 5 Phase II; Thence along said boundary $N00^{\circ}13'46''E$, 465.00 feet to a point of curve; Thence continuing along said boundary and along said curve to the right having a radius of 375.00 feet, a central angle of $52^{\circ}22'04''$, 342.75 feet to a point of tangent; Thence continuing along said boundary and along said tangent, $N76^{\circ}52'24''E$, 239.52 feet; Thence continuing along said boundary, $S89^{\circ}46'14''E$, 163.91 feet to a point on the boundary of The Meadows Filing No. 5; Thence along said boundary, $S89^{\circ}46'14''E$, 116.09 feet; Thence continuing along said boundary, $N45^{\circ}20'11''E$, 544.23 feet; Thence continuing along said boundary, $N10^{\circ}13'46''E$ 180.00 feet; Thence continuing along said boundary $S89^{\circ}46'14''E$, 550.00 feet; Thence continuing along said boundary, $S55^{\circ}45'56''E$, 528.89 feet; Thence continuing along said boundary, $S28^{\circ}46'14''E$, 597.41 feet to a point on the southerly right-of-way line of West Roxbury Avenue; Thence along said southerly right-of-way line, $S61^{\circ}13'46''W$, 425.00 feet to a point on the westerly right-of-way line of South Parfet Street; Thence along said westerly right-of-way line, $N28^{\circ}46'14''W$, 365.27 feet to a point of curve; Thence continuing along said westerly right-of-way line and along said curve to the left having a radius of 175.00 feet, a central angle of $26^{\circ}59'42''$, 82.45 feet to a point on the rear lot line of block four of said Subdivision; Thence along said rear lot line $S35^{\circ}14'27''W$, 67.79 feet; Thence continuing along said rear lot line, $S61^{\circ}13'46''W$, 155.07 feet; Thence continuing along said rear lot line, $S73^{\circ}54'04''W$, 52.15 feet; Thence continuing along said rear lot line, $N89^{\circ}46'13''W$, 201.32 feet; Thence continuing along said rear lot line, $S77^{\circ}42'12''W$, 46.20 feet; Thence continuing along rear lot line, $S50^{\circ}52'37''W$, 315.84 feet; Thence continuing along said rear lot line $S34^{\circ}43'47''W$, 70.77 feet to a point on the northerly right-of-way line of said West Roxbury Avenue; Thence $S46^{\circ}06'21''W$, 51.00 feet to a point on the rear lot line of block six of said Subdivision, Thence along said rear lot line, $S34^{\circ}43'47''W$, 90.00 feet; Thence continuing along said rear lot line, $S37^{\circ}24'31''W$, 87.69 feet; Thence continuing along said rear lot line, $S49^{\circ}46'28''W$, 73.62 feet; Thence continuing along said rear lot line, $N89^{\circ}51'54''W$, 72.60 feet; Thence continuing along said rear lot line, $N79^{\circ}36'41''W$, 96.32 feet; Thence continuing along said rear lot line, $S03^{\circ}03'43''W$, 110.00 feet to a point of non-tangent curve on the northerly right-of-way line of West Freemont Avenue, whence the center of said curve bears $S03^{\circ}03'43''W$; Thence along said northerly right-of-way line and along said non-tangent curve to the left having a radius of 202.28 feet, a central angle of $2^{\circ}49'57''$, 10.00 feet to a point of tangent; Thence continuing along said northerly right-of-way line and along said tangent, $N89^{\circ}46'14''W$, 380.22 feet to a point on the boundary of The Meadows Filing No. 5 Phase II; Thence along said boundary, $N89^{\circ}46'14''W$, 235.00 feet to the Point of Beginning, containing 39.030 acres, more or less.