

DN 901008210

NONPROFIT

CERTIFICATE OF CORRECTION

OF

NAME CORRECTION

COLUMBINE TOWNHOUSES ONE ASSOCIATION, INC.

[Handwritten signature]

05-16-90 10:00
901049980 \$10.00

On February 14, 1990, Articles of Incorporation were filed for Columbine Townhouses One Association, Inc.

On February 14, 1990, the Colorado Secretary of State issued a Certificate of Incorporation to Columbine Townhouses One Association, Inc., a nonprofit corporation.

The actual name of the corporation should have been listed as Columbine Townhouses One Association. *[Handwritten checkmark]*

Respectfully submitted,

By: *[Handwritten signature: Lynn S. Jordan]*
Lynn S. Jordan
950 South Cherry, Suite 900
Denver, Colorado 80222
(303) 753-9000

Incorporator for Columbine
Townhouses One Association

COMPUTER UPDATE COMPLETE
JAT

[Circular stamps]

ARTICLES OF INCORPORATION

OF

901008210

02-14-90 09:15
901008210 \$10.00

COLUMBINE TOWNHOUSES ONE ASSOCIATION, INC.

The undersigned person acting as incorporator under the Colorado Non-Profit Act, hereby signs and acknowledges the following Articles of Incorporation for the following Corporation:

ARTICLE I

NAME

The name of this Corporation shall be Columbine Townhouses One Association, Inc.

ARTICLE II

DURATION

The term of existence of this Corporation 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 for Columbine Townhouses One subdivision and any amendment or supplement thereto (hereinafter called the "Declaration" and the definitions and provisions thereof are incorporated which has been or will be recorded in the records of the Clerk and Recorder of the County of Jefferson, State of Colorado, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association.

2. To provide an entity for the furtherance of the interests of all of the Owners, including the Declarant named in the Declaration, of Units in Columbine Townhouses One and objectives of establishing and maintaining Columbine

COMPUTER UPDATE COMPLETE
JM

Townhouses One as a project of quality and value; enhancing and protection its value, desirability and attractiveness; promoting the health, safety and welfare of the residents of said project and providing for the maintenance, preservation and architectural control of the Units and Common Area within said project.

ARTICLE IV

POWERS

In furtherance of its purposes, this 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, and shall have all of the powers necessary or desirable to perform the obligations and duties and exercise the right and powers of the Association under the Declaration which shall include, but shall not be limited to, the following, which shall be subject to the limitations, requirements, restrictions and provisions of the Declaration:

(a) To 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 without limitation all licenses, taxes or governmental charges levied or imposed against the Association or its Property:

(b) 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;

(c) To borrow money, and, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility:

(e) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, and to annex additional residential property and Common Area as provided in the Declaration:

(f) To manage, control, operate, maintain, repair and improve the Common Area.

(g) To enforce the covenants, restrictions, and conditions contained in the Declaration as provided therein:

(h) To engage in activities which will actively foster, promote and advance the common ownership interests of Owners of Lots, including the interest of the Declarant during its marketing of the project:

(i) To 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 this Association, with or in corporation or other entity or agency, public or private:

(j) To 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 these Articles of Incorporation or the Declaration.

ARTICLE V

MEMBERSHIP

1. This Corporation shall be a membership corporation without certificates or shares of stock. As more fully provided in the Declaration, every person or entity, who is a record owner of a fee or undivided fee interest in any Unit which is subject by the Declaration to assessment by the Association, including contract sellers, shall be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

2. A membership in this Corporation and the share of a Member in the assets of this Corporation shall not be assigned, encumbered or transferred in any manner except as appurtenant to the transfer of title to the Unit to which the membership pertains, provided, however, that the right of membership may be assigned to the holder of the mortgage, deed of trust or other security instrument on a Unit as further security for a loan secured by a lien on such Unit:

3. A transfer of membership shall occur automatically upon the transfer of title to the Unit to which the membership pertains: provided however, that the Bylaws of this Corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of this Corporation.

4. Members shall have the right to purchase other Units and to exercise the membership rights appurtenant thereto as provided in the Declaration.

5. This Corporation may suspend the voting rights of a Member for failure to comply with rules and regulations or the Bylaws of the Association or with any other obligations of the Owners of a Unit under the Declaration. 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.

6. The Bylaws may contain additional provisions setting forth the rights, privileges, duties and responsibilities of the Members; provided, however, the provisions of these Articles of Incorporation and the Bylaws shall be subject to the covenant, terms and provisions of the Declaration which shall control in the event of any conflict, and the provisions of these Articles of Incorporation shall control over any conflicting provisions in the Bylaws.

ARTICLE VI

VOTING RIGHTS

As more fully provided in the Declaration, the Association shall have one class of voting membership:

CLASS A: Class A Members shall be all Owners of Units, with the exceptions of the Declarant, and there shall be one vote for each unit owned. When more than one person holds an interest in any Unit all such persons shall be Members, and the vote for such Unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Unit.

ARTICLE VII

1. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of four (4) Directors and, thereafter, the specific number shall be set forth as provided in the Bylaws of the Corporation, but shall not exceed nine (9) Directors. Directors shall be Owners as defined in the Declaration.

2. The names and addresses of the Members of the initial Board of Directors who shall serve until their successors are duly elected and qualified are as follows:

NAME	ADDRESS
Johanne Smith	7811 W. Glasgow Place, Littleton, CO 80120
Jeannie Sutton	7805 W. Glasgow Place, Littleton, CO 80120
Walt Livzey	7751 W. Glasgow Place, Littleton, CO 80120
Cindy Hathaway	7785 W. Glasgow Place, Littleton, CO 80120

At each annual meeting, the Members shall elect the same number of directors as are directors whose terms are expiring at the time of each election, for terms of three (3) years.

4. Directors shall be elected, replaced and removed and vacancies on the Board of Directors shall be filled in the manner to be provided in the Bylaws. Any vacancies in the Board of Directors occurring before and election of Directors shall be filled by the remaining Directors.

ARTICLES VIII

OFFICERS

The Board of Director may appoint a President, one or more Vice-Presidents, a Secretary/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 Bylaws of the Corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE IX

DISSOLUTION, MERGER OR CONSOLIDATION

The Corporation may be dissolved, merger or consolidated with the assent given in writing and signed by not less than two-thirds (2/3) of members and two thirds (2/3) of the First Mortgagees as defined in the Declaration. Upon dissolution of the Corporation other than incident to a merger or consolidation, the assets of the Corporation shall be distributed and transferred as the Members may direct, subject to the requirements, limitations and other provisions of the Declaration. In such event, the assets may be granted, conveyed and assigned to any public agency, non-profit corporation, association trust or other organization to be devoted to purposes similar to those for which this Corporation was created.

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 12369 E. Cornell Avenue #8, Aurora, CO 80014. The initial registered agent shall be Linda D. Schubarth at the same address as the initial registered office.

ARTICLE XI

AMENDMENT

Amendments of these Articles of Incorporation shall require the consent of at least two-thirds (2/3rds) of the Members provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration.

ARTICLE XII

NON-PROFIT PURPOSE

The Corporation is formed under the Colorado Non-Profit Corporation Act and not for pecuniary profit or financial gain. The Corporation is organized and operated to provide for the acquisition, construction, management, maintenance and care of property of the Project as provided in the Declaration and is intended to qualify as a "Homeowners Association" as defined in subsection (c) of Section 528 of the Internal Revenue Code of 1978.

ARTICLE XIII

INCORPORATOR

The Incorporator of the Corporation is Lynn S. Jordan whose address is 900 Cherry Tower, 950 South Cherry Street, Denver, Colorado 80222.

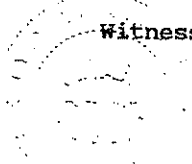
IN WITNESS WHEREOF, for the purposes of forming this Corporation under the laws of the State of Colorado, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 8th day of February 1990.

Lynn S. Jordan

STATE OF COLORADO)
City: COUNTY OF Denver) ss.

The foregoing instrument was signed and acknowledged before me this 8th day of February 1990 by Lynn S. Jordan as Incorporator of the above-described Corporation.

Witness my hand and official seal.



Cynthia Ann Amen
Notary Public
May 5, 1990

My commission expires:

ARTICLES OF INCORPORATION/CERTIFICATE OF AUTHORITY

CORPORATION NAME Columbine Townhouses One Association, Inc.			THE PERIOD OF DURATION IF OTHER THAN PERPETUAL		
PRINCIPAL OFFICE IN STATE OR COUNTRY OF INCORPORATION ADDRESS c/o 12369 East Cornell Avenue #8			STATE OF INC. Colorado		
CITY Aurora			STATE CO		ZIP CODE 80014



**THIS DOCUMENT MUST BE TYPED
IN WHITE BLOCKS ONLY
SUBMIT ONE COPY ONLY**

ANY QUESTIONS CALL
(303) 894-2251

SECRETARY OF STATE
1560 Broadway • Denver, Colorado 80202

FOR OFFICE USE ONLY

★★★★ NONPROFIT AND FOREIGN CORPORATIONS DO NOT COMPLETE STOCK INFORMATION ★★★★★

STOCK CLASS NONE	AUTHORIZED SHARES None	PAR VALUE None
STOCK CLASS NONE	AUTHORIZED SHARES NONE	PAR VALUE NONE

REGISTERED AGENT NAME Schubarth		Last	First Linda	M.I. D.
REGISTERED OFFICE/ADDRESS 12369 East Cornell Avenue, #8				
CITY Aurora		STATE CO		ZIP CODE 80014

FIRST DIRECTOR/OFFICER NAME Smith		Last	First Johanne	M.I.
ADDRESS 7811 W. Glasgow Place				
CITY Littleton		STATE CO		ZIP CODE 80120
FOREIGN COUNTRY				

SECOND DIRECTOR/OFFICER NAME Sutton		Last	First Jeannie	M.I.
ADDRESS 7805 W. Glasgow Place				
CITY Littleton		STATE CO		ZIP CODE 80120
FOREIGN COUNTRY				

THIRD DIRECTOR/OFFICER NAME Livzey		Last	First Walt	M.I.
ADDRESS 7751 W. Glasgow Place				
CITY Littleton		STATE CO		ZIP CODE 80120
FOREIGN COUNTRY				

FOURTH DIRECTOR/OFFICER NAME Hathaway		Last	First Cindy	M.I.
ADDRESS 7785 W. Glasgow Place				
CITY Littleton		STATE CO		ZIP CODE 80120
FOREIGN COUNTRY				