



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 ORCHARD MEADOWS HOMEOWNERS ASSOCIATION, INC., A NONPROFIT CORPORATION.

Dated: JUNE 30, 1992

Natalie Meyer

SECRETARY OF STATE

NONPROFIT

ARTICLES OF INCORPORATION
OF
ORCHARD MEADOWS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the Colorado Nonprofit Corporation Act, Sections 7-20-101 through 7-29-106, C.R.S. 1973, as amended and supplemented, the undersigned, 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 ORCHARD MEADOWS HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association."

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is 3300 South Parker Road, Suite 215, Aurora, Colorado 80014.

ARTICLE III
REGISTERED AGENT

Howard P. Witkin, whose address is 3300 South Parker Road, Suite 215, Aurora, Colorado 80014, is the registered agent of this Association, and such address shall be the registered address of this Association.

ARTICLE IV
PURPOSE AND POWERS 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 architectural control of the Common Area and Lots within that certain tract of property described on Exhibit "A" to that certain Declaration of Covenants, Conditions, and Restrictions of Orchard Meadows, recorded in the office of the Clerk and Recorder of Arapahoe County, Colorado ("Declaration") (terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined), and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and to promote the health, safety and welfare of the residents within the Properties, and for the following purposes to:

(a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time

to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment of, by any lawful means, all charges and assessments pursuant to the terms of the Declaration; 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 property 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 as the Board of Directors of the Association ("Board") may in its discretion deem appropriate from time to time;

(d) borrow money and 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, and grant permits, licenses and easements over the Common Area for public utilities, roads or other purposes reasonably necessary or useful for the proper maintenance or operation of the Properties or the Association;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same or similar purposes; provided that any merger or consolidation shall have the assent of two-thirds (2/3) of each class of Members;

(g) manage, control, operate, maintain, repair, reconstruct and improve the Common Area and any other property as provided in the Declaration;

(h) enforce covenants, restrictions, and conditions affecting any property to the extent this Association may be authorized to do so under the Declaration;

(i) engage in activities which will actively foster, promote and advance the common ownership interests of Owners;

(j) enter into, make, perform, or enforce contracts, licenses and agreements of every kind and description, and do all other acts necessary, appropriate or advisable in carrying out any purpose of this Association, with or in association with any

person, firm, association, corporation, or other entity or agency, public or private;

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

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

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is now or hereafter subject to assessment as provided in the Declaration, 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 Lot which is subject to assessment by the Association.

A transfer of membership, including all rights of an Owner with respect to the Common Area, shall occur automatically upon the transfer of title to the Lot to which the membership pertains. The Association may suspend the voting rights and the right of a Member to use recreational facilities within the Common Area, if any, for a period not to exceed sixty (60) days for any infraction of published rules and regulations or the Bylaws of the Association, and the voting rights of any Member shall be suspended for any period during which any assessment against such Owner's Lot 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 VI 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 vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B Member(s) shall be Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earliest:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on that date which is three and one-half (3½) years after the date of recording of the Declaration in the office of the Clerk and Recorder of the County of Arapahoe, Colorado; or

(c) on written notice by the Declarant to the Secretary of the Association of Declarant's intent to terminate the Class B membership; provided, however, that in the event there is then more than one Declarant owning Lots, such notice must be signed by all such Declarants.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors. Directors shall be Members which, in the case of Declarant, may include any director, officer, employee or authorized agent of Declarant and, in the case of other corporate Members, may include the officers and directors of each such corporate Member. 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>NAME</u>	<u>ADDRESS</u>
Howard P. Witkin	3300 South Parker Road Suite 215 Aurora, Colorado 80014
Brian Shifrin	5370 Manhattan Circle Boulder, Colorado 80303
Joseph Rink	4262 East Orchard Place Littleton, Colorado 80121

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

ARTICLE VIII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. Upon dissolution of the Association other than incident to a merger or consolidation, the assets of the 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 IX
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 of the corporation and shall serve at the pleasure of the Board.

ARTICLE X
DURATION

The Association shall exist perpetually.

ARTICLE XI
AMENDMENTS

Subject to Article XIII, Section 5(b), and Article XI of the Declaration, amendment of these Articles shall require the assent of two-thirds (2/3) of a quorum of the votes of each class of Membership, voting in person or by proxy, cast at any duly held meeting of the Association; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with any provision of the Declaration.

ARTICLE XII
CONFLICTS IN DOCUMENTS

In case of any conflict between these Articles of Incorporation and the Bylaws of the Association, these Articles shall control; in case of any conflict between the Declaration and the Bylaws of the Association, the Declaration shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

