

FILED
BONNETTA DAVIDSON
COLORADO SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

1629 CLARKSON STREET CONDOMINIUMS ASSOCIATION, INC.

The undersigned, acting as incorporator, hereby incorporates 1629 Clarkson Street Condominiums Association, Inc. as a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act and adopts the following Articles of Incorporation for this Corporation.

ARTICLE I.
NAME

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The name of this corporation shall be 1629 Clarkson Street Condominiums Association, Inc. ("Association").

ARTICLE II.
DURATION

The period of duration of the Association shall be perpetual.

ARTICLE III.
PURPOSES

3.1. The Association is organized to be and constitute the Association to which reference is made in the Condominium Declaration for 1629 Clarkson Street Condominiums, as executed by Paragon - Griffith Joint Venture, LLC, a Colorado limited liability company, as Declarant, and recorded in the Office of the Recorder of Denver County, Colorado ("Declaration"). Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to such terms in the Declaration.

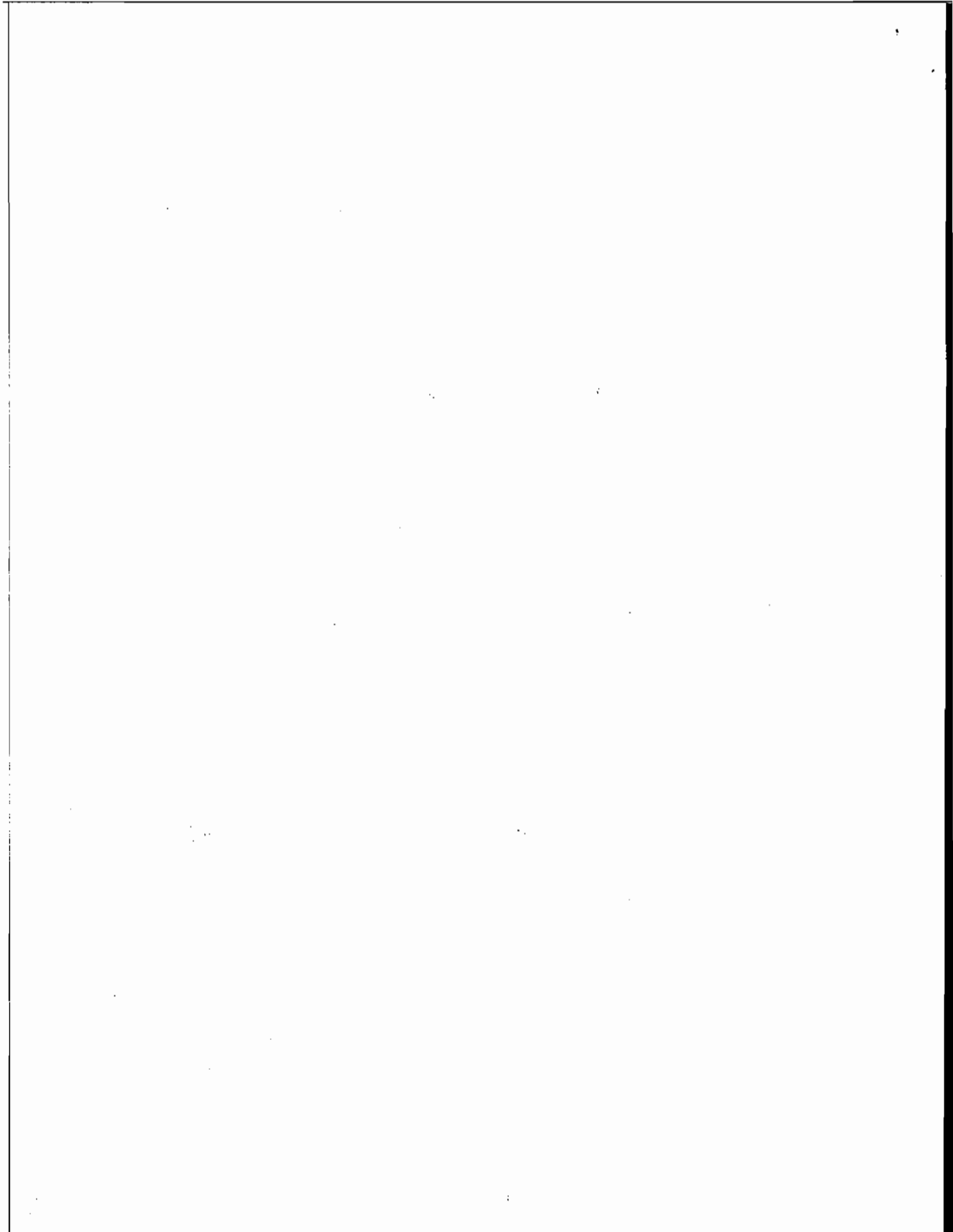
3.2. The Declaration relates to real property in Denver County, Colorado which is now or is in the future made subject to the Declaration. Any real property which is now or in the future made subject to the Declaration is referred to as "1629 Clarkson Street Condominiums."

3.3. The Association is not organized in contemplation of pecuniary gain or profit to Members.

3.4. Specific purposes for which the Association is organized include:

(a) To exercise all of the rights, powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as amended from time to time.

(b) To provide for maintenance, preservation and architectural control of 1629 Clarkson Street Condominiums including Condominium Units and General Common Elements within 1629 Clarkson Street Condominiums as provided in the Declaration.



(c) To promote, foster and advance the common interests of Owners of Condominium Units within 1629 Clarkson Street Condominiums, as provided in the Declaration.

(d) To fix, levy, collect and enforce payment of, by any lawful means, Assessments and other amounts payable by or with respect to Owners of Condominium Units within 1629 Clarkson Street Condominiums as provided in the Declaration.

(e) To manage, control, operate, maintain, repair and improve Association Property within 1629 Clarkson Street Condominiums, and to perform services and functions for or relating to 1629 Clarkson Street Condominiums, all as provided in the Declaration.

(f) To enforce covenants, restrictions, conditions and equitable servitude affecting 1629 Clarkson Street Condominiums, as provided in the Declaration.

(g) To make and enforce rules and regulations with respect to the interpretation and implementation of the Declaration and the use of any property within 1629 Clarkson Street Condominiums, including Condominium Units, as provided in the Declaration.

Each purpose specified herein is an independent purpose and is not to be restricted by reference to or inference from the terms of any other purpose.

ARTICLE IV.
POWERS

The Association shall have all of the powers which a nonprofit corporation may exercise under the Colorado Revised Nonprofit Corporation Act and the laws of the State of Colorado in effect from time to time.

ARTICLE V.
BOARD OF DIRECTORS

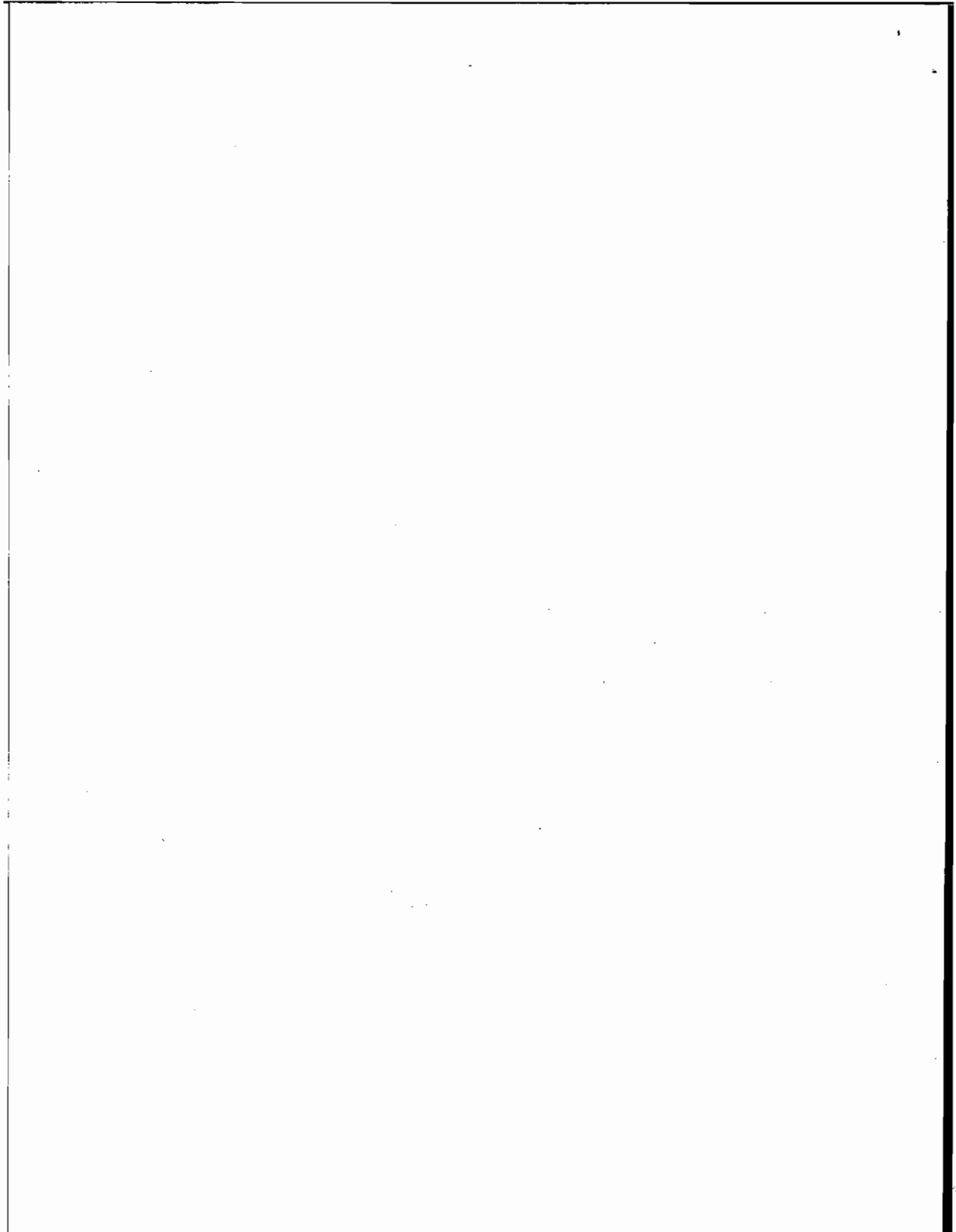
The affairs of the Association shall be managed by a Board of Directors of three (3) or more persons. The duties, qualifications, number and term of Directors and the manner of their election, appointment and removal shall be as set forth in the Bylaws.

ARTICLE VI.
MEMBERS

The Association will have voting Members. Each Person who is an Owner of a Condominium Unit within 1629 Clarkson Street Condominiums will be a Member of the Association. Each such Person, by taking title to a Condominium Unit, consents to admission as a Member.

ARTICLE VII.
CUMULATIVE VOTING

Cumulative voting by Delegates in the election of Directors shall not be permitted.



ARTICLE VIII.
BYLAWS

The Association shall have the power to make and alter Bylaws for the administration and regulation of the affairs of the Association. The initial Bylaws of the Association shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Members. In addition, during the Declarant Control Period, as defined in the Declaration, any alteration, amendment or repeal of the Bylaws or adoption of new Bylaws shall also require the written consent of the Declarant. The Bylaws shall contain only such provisions as are lawful under the Colorado Revised Nonprofit Corporation Act and CCIOA and shall not be contrary to or inconsistent with any provision of the Declaration or these Articles of Incorporation.

ARTICLE IX.
AMENDMENT OF ARTICLES OF INCORPORATION

Amendment of these Articles of Incorporation shall require the approval of 75% of the votes of the Members, without regard to the total number of votes cast. In addition, during the Declarant Control Period, any amendment to these Articles of Incorporation shall also require the written consent of the Declarant. Amendments to these Articles of Incorporation may contain only such provisions as are lawful under the Colorado Revised Nonprofit Corporation Act and CCIOA and shall not be contrary to or inconsistent with any provision of the Declaration.

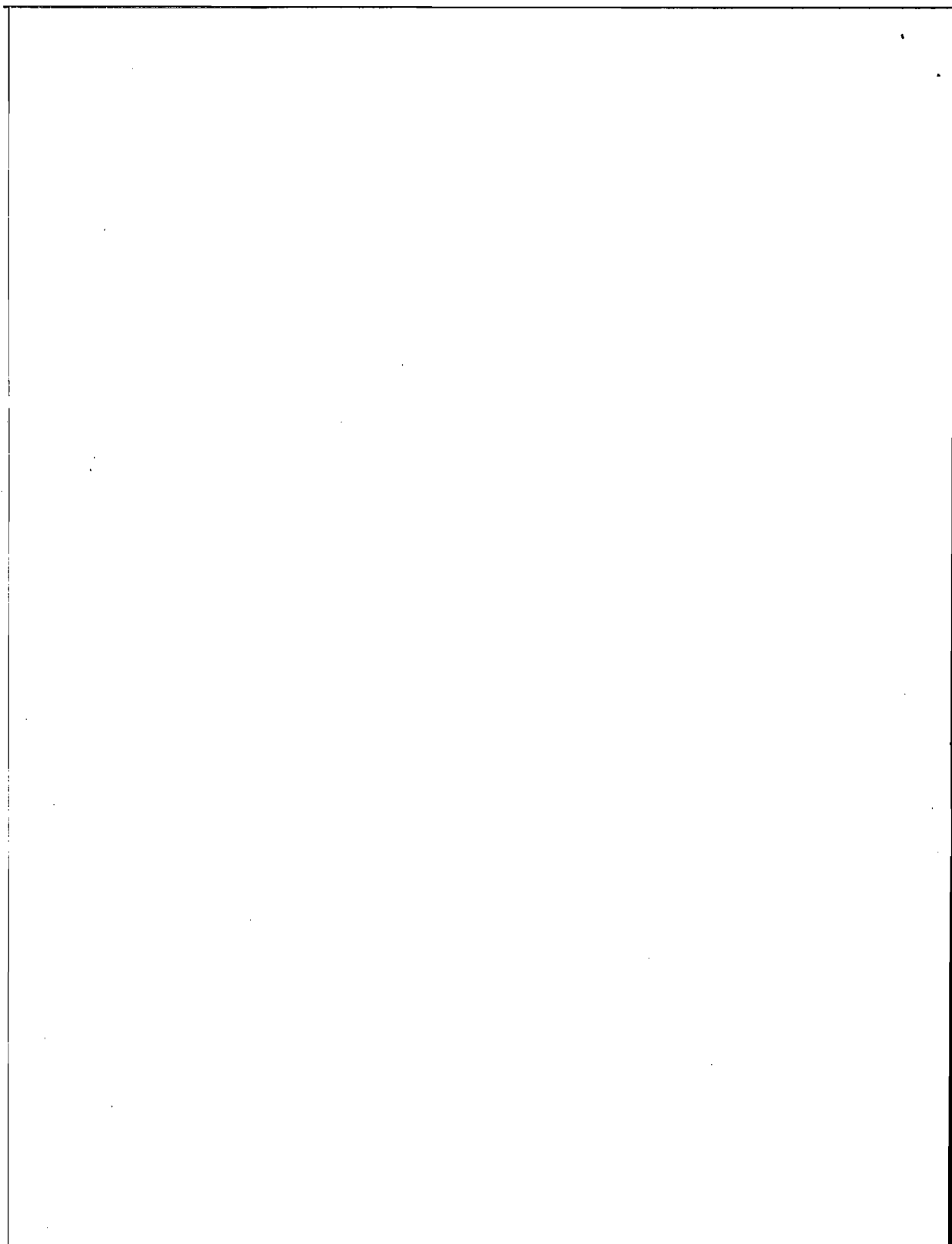
ARTICLE X.
DISSOLUTION

10.1. The Association may be dissolved only if such dissolution is approved by a vote of 75% of the votes of the Members, without regard to the total number of votes cast. In addition, during the Declarant Control Period, the dissolution of the Association shall require the written consent of the Declarant.

10.2. In the event of dissolution of the Association, the Association Property shall be sold or disposed of and the proceeds from the sale or disposition shall be distributed to Members in accordance with the provisions of the Declaration relating to dissolution of the Association.

ARTICLE XI.
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify its directors and officers and may indemnify its employees and agents, to the fullest extent permitted by law, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, any agreement, any vote of the Members or disinterested directors or otherwise. This right to indemnification shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such person may be entitled.



ARTICLE XII.
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association is 8955 S. Ridgeline Blvd., Suite 100, Littleton, Colorado 80129. The registered agent at such address shall be Stephen J. Dow.

ARTICLE XIII.
PRINCIPAL OFFICE

The address of the Association's initial principal office is 8955 S. Ridgeline Blvd., Suite 100, Littleton, Colorado 80129.

ARTICLE XIV.
INCORPORATOR

The name and address of the original Incorporator of the Association is Paul C. Williams, 8955 S. Ridgeline Blvd., Suite 100, Littleton, Colorado 80129.

These Articles of Incorporation are executed by the undersigned incorporator as of September 26, 2001.



Paul C. Williams

CONSENT OF REGISTERED AGENT

The undersigned consents to appointment as the corporation's initial registered agent:



Registered Agent: Stephen J. Dow