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STATE OF COLORADO

CEEDAR MEADOWS CONDOMINIUM ASSOCIATION

The undersigned, acting as the incorporator of a corporation under the Colorado Nonprofit Corporation Act, Article 20 of Title 7, Colorado Revised Statutes, 1973, as amended, hereby adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

CEEDAR MEADOWS CONDOMINIUM ASSOCIATION .

SECOND: The period of its duration is perpetual.

THIRD: The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are primarily to promote the common good, health, safety and general welfare of the owners and residents within the Cedar Meadows Condominium, Phase I, (and any additional Phases thereto) located in the City of Westminster, County of Adams, State of Colorado, (hereinafter referred to as the "Property") and any additions thereto and, without limiting the generality of the foregoing, for the following purposes:

1. 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 Condominium for Cedar Meadows Condominium, Phase I, hereinafter called the "Declaration", applicable to the Property, additions thereto or a portion thereof, and recorded or to be recorded in the office of the Clerk and Recorder of the County of Adams, Colorado, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length (the terms of which shall have the same meanings herein unless otherwise defined):

2. 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 management, 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;

3. 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;

4. To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5. To 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;

6. To participate in mergers and consolidations with other non profit corporations organized for the same purposes or annex additional property and Common Area, pursuant to the Declaration;

7. To manage, control, operate, maintain, repair and improve the Common Area;

8. To enforce covenants, restrictions and conditions affecting any Property to the extent this Corporation may be authorized under the Declaration;

9. To engage in activities which will actively foster, promote and advance the common ownership interests of Owners of Units, including the interest of the Declarant of the Declarations during its marketing of the Property;

10. 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 association with any person, firm, association, corporation or other entity or agency, public or private;

11. To adopt, alter and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of this Association; provided, however, that such By-Laws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration;

12. To 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 and to do any other lawful thing that, in the opinion of the Board of Managers, will promote the social welfare, common good and general welfare of the residents and Unit Owners of the Property, protect values and desirability of the Property, enhance the safety of the Property or bring about civic betterment and social improvements for residents in and around the Property; and

13. If required by the Declaration, the Association shall not do any act or exercise power or privilege pursuant to this Article Third unless the same be approved by the Owners and/or First Mortgagees of the Units to the extent required and in the manner provided in the Declaration.

FOURTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution for final liquidation, are:

1. **Members and Voting.** Membership in the Corporation shall be limited to the Declarant of the Declaration and Owners of the Units. The membership of the corporation shall consist of such classes of members as may be provided for in the By-Laws. The rights, priorities and obligations of members shall be such as prescribed by the By-Laws. Cumulative voting of member in the election of directors shall not be allowed.

2. **Management.** The affairs of the corporation shall be managed by its Board of Directors (or Managers) and duly appointed officers as provided in the By-Laws.

3. **Prohibited Activities and Distribution of Assets.** No part of the income or net earnings of the corporation shall be distributable to or inure to the benefit of its

members, directors, officers, or any individual; provided, however, that reasonable compensation may be paid for any services rendered to the corporation, and payments and distributions may be made in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislations; and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under the provisions applicable to this corporation of Section 501(c) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any subsequent law of the United States or Colorado). In the event of dissolution of the corporation other than incident to a merger, consolidation or reorganization, the Property and assets thereof remaining, after providing for all obligations and liabilities of the corporation, shall then be disposed of exclusively for the purposes of the corporation in such manner, or to such organization or organizations exempt from taxation under Section 501(c) of the Internal Revenue Code of 1954, (or the corresponding provision of any subsequent laws of the United States or Colorado) as shall be determined by the Board of Directors.

4. **By-Laws.** The By-Laws of the corporation shall govern its internal affairs. The By-Laws shall conform to law and the provisions of these Articles of Incorporation.

FIFTH: The address of the initial registered office of the corporation is 7168 South Dahlia Court, Littleton, Colorado 80122; and the name of its initial registered agent at such office is Bruce A. Mutchler.

SIXTH: The general management of the affairs of this corporation shall be exercised by a Board of Directors (or Managers) which shall consist of not more than seven (7) or less than three (3) directors. The terms of office of at least one-third (1/3) of said Board members shall expire annually. The number of directors constituting the initial Board of Directors of the corporation is three and the names and addresses of the persons who are to serve as the managers for the first year of the corporation's existence, or until their successors are elected and shall qualify, are:

Bruce A. Mutchler 7168 South Dahlia Court Littleton, Colorado 80122	Marvin H. Willis c/o: 7168 South Dahlia Court Littleton, Colorado 80122	Richard Griego c/o: 7168 South Dahlia Court Littleton, Colorado 80122
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A change in the number of managers may be made by appointment to the corporation's By-Laws.

SEVENTH: The name and address of the incorporator is:

John W. O'Dorisio, Jr.
Robinson, Waters, O'Dorisio and Rapson, P.C.
1640 Grant Street, Suite 300
Denver, Colorado 80203

EIGHTH: Amendments of these Articles shall require the assent of at least two-thirds (2/3) of the Members; provided, however, that no Amendment to these Articles shall be contrary to or inconsistent with any provision of the Declaration.

DATED: The 11th day of November, 1982.



John W. O'Dorliso, Jr.

STATE OF COLORADO

CITY AND COUNTY OF DENVER

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) ss.
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The foregoing instrument was acknowledged before me this 11th day of November, 1982, by John W. O'Dorliso, Jr.

WITNESS my hand and official seal.

My commission expires: January 5, 1984.



Notary Public

Address:
1640 Grant Street, Suite 300
Denver, Colorado 80203