

ARTICLES OF INCORPORATION
OF
THE WALNUT GROVE HOMEOWNERS ASSOCIATION, INC.

The undersigned hereby signs and acknowledges, for delivery in duplicate to the Secretary of the State of Colorado, these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Colorado Nonprofit Corporation Act.

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE
20001040700 C
\$ 50.00
SECRETARY OF STATE
02-25-2000 16:22:37

ARTICLE I
NAME

Section 1. Name. The name of this corporation shall be the Walnut Grove Homeowners Association, Inc. (the "Association").

ARTICLE II
DURATION

Section 1. Duration. The period of duration of this corporation shall be perpetual.

ARTICLE III
PURPOSES AND POWERS

Section 1. General Purpose. The Association is organized pursuant to the Declaration for the Walnut Grove Homeowners Association, Inc. (terms which are defined in the Declaration shall have the same meaning herein unless otherwise defined). The Declaration is recorded or to be recorded in the office of the Clerk and recorder of Arapahoe County, Colorado. The Declaration relates to real property in Arapahoe County, Colorado, which is currently included in or may become annexed and made subject to the Declaration. The Association is not organized in contemplation of pecuniary gain or profit to its Members.

Section 2. Specific Purposes. The specific purposes for which the Association is organized are:

- (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 or in any amendment or supplement to the Declaration.
- (b) To provide for maintenance and preservation of the Planned Community, as provided in the Declaration.
- (c) To promote, foster, and advance the common interests of owners of Residential Sites within the Planned Community.

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

(e) To manage, maintain, repair and improve the Common Elements and other property, and to perform services and functions for or relating to the Planned Community all as provided in the Declaration.

(f) To enforce covenants, restrictions, conditions and equitable servitude's affecting the Planned Community.

(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 the Planned Community, including Residential Sites.

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.

Section 3. Powers. The Association shall have all of the powers which a nonprofit corporation may exercise under the Act, the Colorado Nonprofit Corporation Act and the laws of the State of Colorado in effect from time to time.

ARTICLE IV REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

Section 1. Initial Registered Office and Registered Agent. The initial registered office of the Association shall be at 3515 South Tamarac, Suite, 300, Denver, Colorado, 80237. The initial registered agent of The Association shall be Ralph Lane.

Section 2. Principal Office. The principal office of the Association shall be 3515 South Tamarac, Suite 300, Denver, Colorado 80237.

ARTICLE V BOARD OF DIRECTORS

Section 1. Board of Directors. The affairs of the Association shall be managed by a Board of Directors. 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.

Section 2. Initial Board of Directors. The number of the first Board of Directors shall be three. The names and addresses of the persons who are to serve as the initial directors are as follows:

Kimberli Cooper	3515 South Tamarac, Suite 300 Denver, Colorado 80237
Allan Tenenbaum	3515 South Tamarac, Suite 300 Denver, Colorado 80237
Marc Cooper	3515 South Tamarac, Suite 300 Denver, Colorado 80237

ARTICLE VI INCORPORATION

Section 1. Incorporation. The name and address of the incorporator is as follows:

Steven Klausung	3515 South Tamarac, Suite 300 Denver, Colorado 80237
-----------------	---

ARTICLE VII MEMBERS AND VOTING RIGHTS

Section 1. Owners. The Association shall have one class of Members. Each Residential Site, irrespective of the number or nature of the Owner(s) thereof, shall be entitled to one vote.

Section 2. Proxy Voting. An Owner entitled to vote may vote in person or, if the Bylaws so provide, may vote by proxy executed in writing by the Owner or its duly authorized attorney-in-fact.

Section 3. Cumulative Voting. Cumulative voting by Owners shall not be permitted.

ARTICLE VIII MISCELLANEOUS

Section 1. Distribution of Assets on Dissolution of the Association. In the event of dissolution of the Association, the assets thereof, to the extent reasonably possible, shall be conveyed or transferred to an appropriate public or governmental agency or agencies or to a nonprofit corporation, association, trust or other organization, to be used, in any such event, for the common benefit of Owners for similar purposes for which the particular asset was held by the Association. To the extent the foregoing is not possible, the assets shall be sold or disposed of and the proceeds from the sale or disposition shall be distributed to Owners in proportion to the number of Residential Sites owned by each Owner within the Planned Community.

Section 2. Bylaws. The Association shall have the power to make and alter Bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Colorado or

with the Declaration, for the administration and regulation of the affairs of the corporation. The initial Bylaws 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 Owners, except as may be provided in the Bylaws, subject to the provisions or requirements of the Declaration.

Section 3. Amendment of Articles. The Association may amend these Articles of Incorporation from time to time in accordance with, or as may be required by, the Act or the Colorado Nonprofit Corporation Act. However, these Articles of Incorporation as amended may contain only such provisions as are not prohibited by the Act or the Colorado Nonprofit Corporation Act, and the Articles of Incorporation as amended shall not be contrary to or inconsistent with any provision of the Declaration.

IN WITNESS WHEREOF, these Articles of Incorporation are executed this

25 day of February, 2000.

Steven Klausung

Name of Incorporator: Steven Klausung
3515 South Tamarac, Suite 300
Denver, Colorado 80237

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

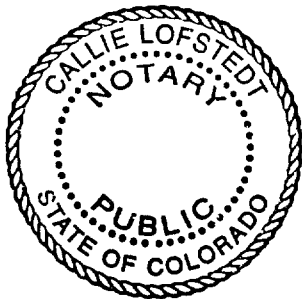
The foregoing ARTICLES OF INCORPORATION OF THE WALNUT GROVE HOMEOWNERS ASSOCIATION, INC. were acknowledged before me this 25 day of February, 2000, by Steven Klausung.

Witness my hand and official seal.

Callie Lofstedt

Notary Public

My commission expires: 10-4-03





**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
COLORADO NONPROFIT CORPORATION**


RECEIVED
2000 DEC 13 AM 11:28
SECRETARY OF STATE
STATE OF COLORADO

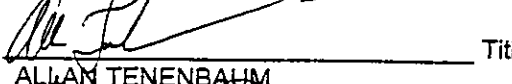
Return to: Secretary of State
1560 Broadway, Suite 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

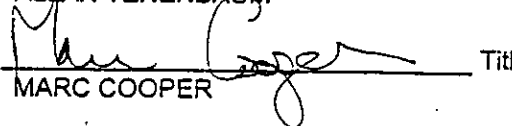
FILING FEE: \$25.00
Submit 1 typed original + 1 copy
(Please include a self-addressed envelope)

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. **The name of the corporation is:** WALNUT GROVE HOMEOWNERS ASSOCIATION, INC.
(If this is a change of name amendment, the name to be typed is the corporate name prior to this amendment being filed)
2. **Text of the amendment adopted:** All references in the Articles of Incorporation to "Planned Community" shall be changed to "Common Interest Community"; All references in the Articles of Incorporation to "Arapahoe County" shall be changed to "Jefferson County."
3. The amendment to the Articles of Incorporation was adopted on the 19th day of October, 2000, in the manner prescribed by the Colorado Revised Nonprofit Corporation Act. [mark (/) applicable procedure below]:
 - A. The amendment was adopted by the board of directors/incorporators without member action and member action was not required;
 - B. The amendment was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group;
 - C. An approval of the amendment was obtained by some person or persons other than the members, the board of directors, or the incorporators required pursuant to section 7-130-301.

Signature  Title: Director
KIMBERLI COOPER

Signature  Title: Director
ALLAN TENENBAUM

Signature  Title: Director
MARC COOPER



**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
COLORADO NONPROFIT CORPORATION**

RECEIVED
2000 DEC 13 AM 11:28
SECRETARY OF STATE
STATE OF COLORADO

Return to: Secretary of State
1560 Broadway, Suite 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

FILING FEE: \$25.00
Submit 1 typed original + 1 copy
(Please include a self-addressed envelope)

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. **The name of the corporation is:** WALNUT GROVE HOMEOWNERS ASSOCIATION, INC.
(If this is a change of name amendment, the name to be typed is the corporate name prior to this amendment being filed)
2. **Text of the amendment adopted:** All references in the Articles of Incorporation to "Planned Community" shall be changed to "Common Interest Community"; All references in the Articles of Incorporation to "Arapahoe County" shall be changed to "Jefferson County."
3. The amendment to the Articles of Incorporation was adopted on the 19th day of October, 2000, in the manner prescribed by the Colorado Revised Nonprofit Corporation Act. [mark (/) applicable procedure below]:
 - A. The amendment was adopted by the board of directors/incorporators without member action and member action was not required;
 - B. The amendment was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group;
 - C. An approval of the amendment was obtained by some person or persons other than the members, the board of directors, or the incorporators required pursuant to section 7-130-301.

Signature Title: Director
KIMBERLI COOPER

Signature Title: Director
ALLAN TENENBAUM

Signature Title: Director
MARC COOPER