

ARTICLES OF INCORPORATION

OF

PARK EAST SQUARE HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 31, Article 24 of the Colorado Revised Statutes (1963), as amended, the undersigned, who is a resident of the State of Colorado and who is of full age, has this day voluntarily executed these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

NAME

The name of the corporation is Park East Square Homeowners Association, Inc. hereafter called the "Association".

ARTICLE II

PRINCIPAL AND INITIAL REGISTERED OFFICE

The initial principal office and initial registered office of the Association is located at Suite 602, Colorado Building, 1919 14th Street, City of Boulder, County of Boulder, Colorado 80302.

ARTICLE III

INITIAL REGISTERED AGENT

William H. Francis, Jr., whose address is Suite 602, Colorado Building, 1919 14th Street, City of Boulder, County of Boulder, Colorado 80302, is hereby appointed the initial registered agent of the Association.

ARTICLE IV

DEFINITIONS

As used herein:

1. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Restrictions, and

Easements recorded in the Office of the Clerk and Recorder, Boulder County, Colorado as Reception No. 125648, Film 875, together with all Annexation Statements thereto as provided therein.

2. "Owner," "Property," "Common Area," "Lot," and "Declarant" shall have the same meaning as provided in the Declaration.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

The Association is a non-profit corporation subject to the provisions of the Colorado Non-profit Corporation Act. The purposes for which the corporation is organized are as follows:

1. To provide for maintenance, preservation, and architectural control of the Lots and Common Area within the Property, the improvements thereon, and the appurtenances thereto, and to promote the health, recreation, safety and welfare of the residents within the Property;

2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in 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 all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

3. To fix, levy, collect, and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

4. To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, and otherwise dispose of real or personal property in connection with the affairs of the Association;

5. To borrow money, and to mortgage, pledge, deed in trust, encumber or hypothecate any or all of the real or personal property of the Association as security for money borrowed or debts incurred;

6. To have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Colorado by law may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

The Owners of each Lot shall be members of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. Any person, firm, corporation, or other entity which shall become Owner of any Lot, whether through foreclosure or by any other legal proceedings or by deed or conveyance, shall automatically thereupon become a member of the Association.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners (not including, however, Declarant during the period when Declarant is a Class B member as provided below) and shall be entitled to one vote for each Lot owned. When more than one person is an Owner of any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as such Owners determine among themselves; provided that any such Owner who is present, either

in person or by proxy, whenever any vote is taken shall be entitled to cast the vote for such Lot, so long as there is no objection thereto by any other Owner of such Lot who is present, either in person or by proxy, and, if the Owners so present are not able to determine among themselves how such vote is to be cast, no vote shall be cast for such Lot, although the vote of such Lot shall be considered present for purposes of determining whether a quorum is present; and provided further that in no event shall more than one vote be cast with respect to any Lot.

Class B. Declarant shall be the Class B member and shall be entitled to five votes for each Lot owned; provided that Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

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

(b) On January 1, 1980.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of five directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws 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 at the first annual meeting of the Association are:

<u>NAME</u>	<u>ADDRESS</u>
<u>W. H. Francis, Jr.</u>	<u>1273 Brookfield Dr., Longmont, Colo. 80501</u>
<u>Robert R. Millican</u>	<u>1606 South Robb Way, Lakewood, Colo. 80226</u>
<u>Robert M. Arstine</u>	<u>2815 16th Street, Boulder, Colorado 80302</u>
<u>Orin Nobbe</u>	<u>8374 Dudley Court, Arvada, Colorado 80005</u>
<u>George Giddens</u>	<u>1542 Chapman Lane, Longmont, Colo. 80501</u>

At the first annual meeting the members shall elect two directors for a term of one year, one director for a term of two years, and two directors for a term of three years; and at each annual meeting thereafter the members shall elect a director or two directors for a term of three years, to fill the vacancy of the director or two directors whose term or terms expire at that meeting.

ARTICLE IX

MERGERS AND CONSOLIDATIONS

The Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall require the approval of two-thirds of the votes of each class of members.

ARTICLE X

AUTHORITY TO DEDICATE, TRANSFER, AND MORTGAGE

The Association shall have power to dedicate or transfer all or any part of the Common Area to any public agency, authority or utility for purposes provided in the

Declaration or to mortgage all or any part of the Common Area. No such dedication, transfer, or mortgage shall be effective unless an instrument, signed by the Owners of two-thirds of the Lots owned by each class of Owners, agreeing to such dedication, transfer, or mortgage, has first been recorded in the real property records of Boulder County, Colorado.

ARTICLE XI

DISSOLUTION

The Association may be dissolved upon receiving the approval of at least two-thirds of the votes 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 acceptance of such dedication is refused, such assets shall be granted, conveyed, and assigned to a nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE XII

DURATION

The period of duration of the Association shall be perpetual.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the approval of two-thirds of the votes of each class of members. Notwithstanding the foregoing, no amendment shall be adopted which would cause these Articles to be contrary to or inconsistent with the Declaration.

APR 3 1975
NOT FOR PROFIT

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
OF
PARK EAST SQUARE HOMEOWNERS ASSOCIATION, INC.

Pursuant to the provisions of the Colorado Non-profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Park East Square Homeowners Association, Inc.

SECOND: The following amendments of the Articles of Incorporation were adopted on the 3rd day of APRIL, 1975, by a consent in writing signed by all members entitled to vote with respect thereto:

1. Paragraph 2 of Article IV was amended to read as follows:

2. "Owner," "Property," "Common Area," "Lot," "First Mortgagee," and "Declarant" shall have the same meaning as provided in the Declaration.

2. Paragraph 4 of Article V was amended to read as follows:

4. Subject to the provisions of Article X, to acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, and otherwise dispose of real or personal property in connection with the affairs of the Association;

3. Paragraph 5 of Article V was amended to read as follows:

5. Subject to the provisions of Article X, to borrow money, and to mortgage, pledge, deed in trust, encumber or hypothecate any or all of the real or personal property of the Association as security for money borrowed or debts incurred;

4. Article IX was amended to read as follows:

ARTICLE IX

MERGERS AND CONSOLIDATIONS

The Association may participate in mergers and consolidations with other nonprofit corporations

organized for the same purposes, provided that any such merger or consolidation shall require the approval of all First Mortgagees and of two-thirds of the votes of each class of members.

5. Article X was amended to read as follows:

ARTICLE X

AUTHORITY TO DEDICATE, TRANSFER, AND MORTGAGE

The Association shall have power to dedicate or transfer all or any part of the Common Area to any public agency, authority or utility for purposes provided in the Declaration or to mortgage all or any part of the Common Area. No such dedication, transfer, or mortgage shall be effective unless an instrument, signed by the Owners of two-thirds of the Lots owned by each class of Owners, agreeing to such dedication, transfer, or mortgage, has first been recorded in the real property records of Boulder County, Colorado; provided that no mortgage, transfer, sale, release, hypothecation, encumbrance, or other alienation of the Common Area or any part thereof (except for dedications and transfers to any public agency, authority, or utility for municipal purposes or for the purposes of providing a benefit or service to the Property or any part thereof) shall be made without the written consent of all First Mortgagees.

6. Article XI was amended to read as follows:

ARTICLE XI

DISSOLUTION

The Association may be dissolved upon receiving the approval of at least two-thirds of the votes of each class of members; provided that no dissolution shall occur without the written consent of all First Mortgagees. 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 acceptance of such dedication is refused, such assets shall be granted, conveyed, and assigned to a nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

7. Article XIII was amended to read as follows:

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the approval of two-thirds of the votes of each class of members. Notwithstanding the foregoing, no amendment shall be adopted which would

