

401
NOT FOR PROFIT

ARTICLES OF INCORPORATION
OF
THE CHARTERWOOD ASSOCIATION

631005 2218

For the purpose of forming a nonprofit corporation pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned, acting as incorporator, has made, signed and acknowledged the following articles:

ARTICLE I

The name of the corporation is THE CHARTERWOOD ASSOCIATION, hereafter called the "Association."

ARTICLE II

The principal office of the Association is located at 10579 Bradford Road, Littleton, Co 80127.

ARTICLE III

Donn D. Eley, whose address is 10579 Bradford Road, Littleton, Co 80127, is hereby appointed the initial registered agent of the 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 residence Lots and Common Area within that certain tract of property described as:

ALL OF CHARTERWOOD AT LAKEWOOD ESTATES, A
RESUBDIVISION OF BLOCK 5 LAKEWOOD ESTATES
FILING NO. 2 ACCORDING TO THE PLAT RECORDED
FEBRUARY 4, 1985 AS RECEPTION NO. 85010275
COUNTY OF JEFFERSON, STATE OF COLORADO.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) 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 Supplemental Declaration of Covenants, Conditions and Restrictions for Charterwood

EM

RECORDED

at Lakewood Estates, hereinafter called the "Declaration", applicable to the property and recorded in the office of the Jefferson County Clerk and Recorder on 8/13/85 at Reception No. 85076904 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 by any lawful means, all charges or assessments pursuant to the terms of 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;

(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;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members 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 Properties to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Properties, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to 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 subject by covenants of record to assessment by the Association, 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.

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. 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 Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), 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 either of the following events, whichever occurs earlier:

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

(b) on January 1, 1990.

The corporation may suspend the voting rights of a member for failure to comply with the rules and regulations or the bylaws of the corporation or with any other obligations of the Owners of Lots under the Declaration, or any agreement created thereunder. The bylaws may contain provisions not inconsistent with the foregoing, setting forth the rights, privileges, duties and responsibilities of the members.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) 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 are:

	<u>Name</u>	<u>Address</u>
(1)	<u>Dennis E. Carruth</u>	<u>10579 Bradford Road, Littleton, Co 80127</u>
(2)	<u>Samuel K. Downing</u>	<u>Same</u>
(3)	<u>John E. Osborn</u>	<u>Same</u>
(4)	<u>Donn D. Eley</u>	<u>Same</u>
(5)	<u>Cheryl L. Schuette</u>	<u>Same</u>

At the first annual meeting the members shall elect two directors for a term of one year, two directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

Cumulative voting shall not occur.

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 purpose.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment to these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Properties, dedication of Common Properties, dissolution and amendment of these Articles.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

John E. Osborn

10579 Bradford Road
Littleton, Co 80127

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, I, the undersigned, the incorporator of this Corporation, have executed these Articles of Incorporation this 20th day of August, 1985.


