

NONPROFIT

ARTICLES OF INCORPORATION
OF
HERITAGE HILLS HOMEOWNERS ASSOCIATION
(a nonprofit corporation)

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SECRETARY OF STATE
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The undersigned adult natural person, acting as incorporator, hereby signs, for delivery in duplicate to the Secretary of State of Colorado, these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Colorado Nonprofit Corporation Act and adopts the following articles of incorporation. Any capitalized terms used in these articles that is not defined in them shall have the meanings given to them in the Declaration of Covenants, Conditions and Restrictions for Heritage Hills Homeowners (Declaration).

ARTICLE 1
Name

The name of this corporation is Heritage Hills Homeowners Association (Association).

ARTICLE 2
Duration

The Association shall have perpetual existence.

ARTICLE 3
Purposes and Powers of Association

Section 3.1 The Association shall operate the Common Interest Community known as Heritage Hills Homeowners, located in the County of Douglas, State of Colorado, in accordance with the Colorado Common Interest Ownership Act, as amended, and the Colorado Nonprofit Corporation Act, as amended.

Section 3.2 The Association shall promote the health, safety, welfare, and common benefit of the residents of the Common Interest Community.

Section 3.3 The Association shall do any and all permitted acts, and shall have and exercise any and all powers, rights and privileges that are granted to a common interest community association under the laws of the state of Colorado and the Declaration of Covenants, Conditions and Restrictions for Heritage Hills Homeowners and the bylaws, rules and regulations, and other governing documents of the Association.

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Section 3.4 The foregoing statements of purpose shall be construed as a statement of both purposes and powers. The purposes and powers stated in each clause of any of the governing documents of the Association shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

ARTICLE 4
Nonprofit Corporation

The Association shall be a nonprofit corporation, without shares of stock.

ARTICLE-5
Membership Rights and Qualifications

Section 5.1 The classes, rights, and qualifications and the manner of election or appointment of members are as follows: Any person or legal entity who holds title to a Unit in the Common Interest Community shall be a member of the Association. There shall be one membership for each Unit owned within the Common Interest Community. The membership shall be automatically transferred with the conveyance of that Unit. A membership may not be separated from the ownership of the Unit to which it is appurtenant. Voting shall be one vote per Unit on each issue, except that in the election of members of the Executive Board, each Unit shall be entitled to vote for as many persons as there are positions to be filled by election to the Executive Board. If a Unit is owned by more than one person or legal entity, those owners shall agree among themselves how a vote for that Unit's membership is to be cast. Individual co-owners may not cast fractional votes. A vote by a co-owner for the entire Unit's membership interest shall be deemed to be pursuant to a valid proxy, unless another co-owner of the same Unit objects at the time the vote is cast, in which case such membership's vote shall not be counted. Cumulative voting shall not be allowed in elections of directors of the corporation (members to the Executive Board) or for any other purpose.

Section 5.2 The members shall be of one class, Unit Owners who own Units as defined in the Declaration. The Unit Owners shall elect all members of the Executive Board, following the period of Declarant Control defined in the following section.

Section 5.3 Notwithstanding the foregoing provisions, the Declarant of the Common Interest Community shall have additional rights and qualifications as may be provided under the Colorado Common Interest Ownership Act and the Declaration, including the right to appoint members of the Executive Board as follows: During the period of Declarant Control, the Declarant, or persons designated by the Declarant, subject to certain limitations, may appoint and remove the officers and members of the Executive Board. The period of Declarant Control shall terminate no later than the earlier of (a) sixty days after conveyance of 75 percent of the Units that may be created within the Common Interest Community to Unit Owners other than Declarant; (b) two years after Declarant has last conveyed a Unit in the ordinary course of business; or (c) two years after any right to

add new Units to the Common Interest Community was last exercised. A Declarant may voluntarily surrender the right to appoint and remove officers and members of the Executive Board before termination of Declarant Control, but in that event, the Declarant may require, for the duration of the period of Declarant control, that specified actions of the Association or Executive Board, as described in a recorded instrument executed by the Declarant, be approved by the Declarant before they become effective.

Section 5.4 Not later than 60 days after conveyance of 25 percent of the Units that may be created to Unit Owners other than Declarant, at least one member, and not less than 25 percent of the members of the Executive Board shall be elected by Unit Owners other than a Declarant. Not later than 60 days after conveyance of 50 percent of the Units that may be created to Unit Owners other than a Declarant, no less than one-third of the members of the Executive Board shall be elected by Unit Owners other than Declarant. Not later than 60 days after conveyance of 75 percent of the Units that may be created Unit Owners other than Declarant, at least three members, at least a majority of whom must be Unit Owners other than Declarant or designed representatives other than Declarant, must be elected by Unit Owners other than Declarant.

ARTICLE 6

Registered Agent for Service and Address

The address of the initial registered agent of the Association is 2525 Sixteenth Street, #225, Denver, CO 80211. The name of the initial registered agent at such address is Sandra A. Hammack.

ARTICLE 7

Executive Board (Directors)

Section 7.1 The business and affairs of the Association shall be controlled, conducted and managed by the Executive Board, except as otherwise provided in the Colorado Nonprofit Corporation Act, Colorado Common Interest Ownership Act, Declaration, these articles or the bylaws of the Association.

Section 7.2 The Executive Board shall consist of not less than three nor more than seven directors, as fixed by the bylaws. This number may be changed by a duly adopted amendment to the bylaws, except that in no event may the directors be less than three. The names and addresses of the persons who shall serve as initial directors (members of the Executive Board) until their successors are elected and qualified are as follows:

Sandra A. Hammack

2525 Sixteenth Street, #225
Denver, CO 80211

Daniel C. Verdoorn

2525 Sixteenth Street, #225
Denver, CO 80211

Preston Hofeldt

2525 Sixteenth Street, #225
Denver, CO 80211

ARTICLE 8
Liability and Indemnification

Section 8.1 To the fullest extent permitted by the Declaration and the Colorado Nonprofit Corporation Act, as the same exist or may hereafter be amended, a director shall not be liable to the Association or the Owners for monetary damages for breach of fiduciary duty. Any repeal or modification of this Section 8.1 shall be prospective only and shall not adversely affect any right or protection of a director existing at the time of such repeal or modification.

Section 8.2 To the fullest extent permitted by the Declaration and the Colorado Nonprofit Corporation Act, as the same exist or may hereafter be amended, the Association shall indemnify each director and each officer, employee, fiduciary and agent of the Association.

ARTICLE 9
Bylaws

The initial bylaws of the Association shall be as adopted by the Executive Board. The Executive Board, with the assent of at least two-thirds of the members of the board, shall have the power to alter, amend or repeal from time to time the bylaws that are in force and to adopt new bylaws. The bylaws of the Association may contain any provisions for the regulation or management of the affairs of the Association that are not inconsistent with law, the Declaration or these articles. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any member of the Executive Board or officer of the Association any proprietary interest in the Association's property or assets, whether during the term of the Association's existence or as an incident to its dissolution, or that would affect or impair the validity or priority of any mortgage covering any Unit or that would change the provisions of the bylaws with respect to institutional mortgagees of record.

ARTICLE 10
No Private Benefit

This corporation is one that does not contemplate pecuniary gain or profit to the members, and it is organized for nonprofit purposes. No part of the net earnings of the Association shall inure to the benefit of or be distributable to the members, managers, or officers of the Association, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of its purposes.

ARTICLE 11
Distribution of Assets Upon Dissolution

Upon dissolution of the Association, the Executive Board shall provide for the distribution of all assets and liabilities of the Association in the following manner:

Section 11.1 All liabilities and obligations of the Association shall be paid and discharged, or adequate provisions shall be made therefor.

Section 11.2 Assets held by the Association on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.

Section 11.3 Assets received and held by the Association, subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of this corporation, in accordance with a plan of distribution adopted pursuant to the Colorado Nonprofit Corporation Act which is not inconsistent with these Articles of Incorporation.

Section 11.4 Assets received and held by the corporation not subject to liabilities, conditions or use limitations, as specified in sections 11.1, 11.2 and 11.3 above, shall be distributed to the Owners of Units pro rata according to their ownership interests as specified in the Declaration.

Section 11.5 Any remaining assets may be distributed to such persons, societies, organizations, governmental entities, political subdivisions, or domestic or foreign corporations, whether for profit or nonprofit, as may be specified in a plan of distribution adopted pursuant to the Colorado Nonprofit Corporation Act and which is not inconsistent with these Articles of Incorporation.

ARTICLE 12
Amendment

The Association reserves the right to amend any provision contained in these articles by the assent of at least two-thirds of the members of the Association as provided in the Colorado Nonprofit Corporation Act.

ARTICLE 13
Incorporator

The name and address of the incorporator is:

Ronald S. Loser
Brega & Winters P.C.
1700 Lincoln St., Suite 2222
Denver, CO 80203

ARTICLE 14
Execution

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation in duplicate this 30th day of January, 1996.



Ronald S. Loser

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

Sandra A. Hammack hereby consents to the appointment as the registered agent for Heritage Hills Homeowners Association on this 30th day of January, 1996.



as registered agent