

NONPROFIT

ARTICLES OF INCORPORATION  
OF  
HUNTINGTON PINES HOMEOWNER'S ASSOCIATION

RECORDED  
JUN 9 9 37 AM '82

The undersigned hereby signs and acknowledges 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 Articles 20 through 29, Title 7, C.R.S., 1986 Rep. Vol.

I.  
NAME

1.1 Name. The name of this corporation shall be Huntington Pines Homeowners Association (hereinafter, the "Association").

II.  
DURATION

2.1 Duration. The period of duration of this corporation shall be perpetual.

III.  
PURPOSE AND POWERS

3.1 Purpose. The Association is organized to provide for maintenance, preservation and architectural control of the residential Lots and Common Areas within the Huntington Pines Subdivision, more particularly described as :

Lots 1-44, inclusive and Tracts A, B, C,  
D, E, and F  
Huntington Pines Subdivision,  
Arapahoe County, Colorado

and to promote the health, safety and welfare of the residents within the subdivision.

3.2 Powers. The Association may exercise all of the powers of a nonprofit corporation under the Colorado Nonprofit Corporation Act and the laws of the State of Colorado in effect from time to time and may exercise all of the powers and privileges and shall have all of the duties and obligations of the Association as set forth in the Master Declaration of Covenants, Conditions and Restrictions for Huntington Pines (hereinafter, the "Declaration"), applicable to the property and recorded or to be recorded in the office of the Clerk and Recorder of Arapahoe County, State of Colorado, and as the same may from time to time be amended as therein provided, said Declaration being hereby incorporated herein by reference as if set forth at length.

IV.  
REGISTERED OFFICE AND AGENT

4.1 Initial Registered Office and Registered Agent. The initial registered office of the Association shall be at 36 Steele Street, Suite 100, Denver, Colorado 80206. This office is in Denver County, Colorado. The initial registered agent of the Association at such registered office is John C. Mitchell, III.

V.  
BOARD OF DIRECTORS

5.1 Board of Directors. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) individuals, at least two (2) of whom shall be Members of the Association, except, in the case of the Initial Board of Directors, the Board of Directors may be made up of officers or employees of the Declarant under the Declaration who may not be Members.

5.2 Initial Board of Directors. The Initial Board of Directors shall be as follows:

<u>Name</u>	<u>Address</u>
E. S. Alba	1401 17th Street, #320 Denver, CO 80202
Frederick V. Miale, Jr.	1401 17th Street, Penthouse Denver, CO 80202
Hank Vanderryst	1401 17th Street, #320 Denver, CO 80202

VI.  
INCORPORATOR

6.1 Incorporator. The name and address of the incorporator is as follows:

John C. Mitchell, III	36 Steele Street, #100 Denver, CO 80206
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VII.  
MEMBERS

7.1 Members. The Association shall be a membership corporation without certificates or shares of stock. The holders of memberships in the Association shall be the Owners, as defined in the Declaration, of residential lots in Huntington Pines Subdivision. There shall be one membership for each such Lot, as defined in the Declaration, and each such membership shall be appurtenant to fee simple title to each such Lot and shall

automatically pass with fee simple title to each such lot. The Association may have more than one class of membership if so provided in the Bylaws or Declaration.

7.2 Voting Rights. The Bylaws of the Association shall provide for the voting rights of Members. Absent contrary provisions in these Articles the Bylaws or Declarations, there shall be one vote for each Lot owned.

7.3 Initial Classes of Membership, Voting Rights. Until such time as the requirements set forth below are satisfied, the Association shall initially have two (2) classes of voting memberships:

Class A. Class A Members shall be all Owners, as defined in the Declaration, with the exception of the Declarant of the Declaration, and they shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one (1) Lot.

Class B. The Class B Members shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The then existing Class B memberships shall be converted to Class A memberships on the happening of any of the following events, whichever occurs first:

(i) Within four (4) months after the date of the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(ii) December 31, 1999; or

(iii) On a date certain set forth in written notice from the Declarant to the Secretary of the Association of its intent to terminate this reserved right as of such date;

Notwithstanding the foregoing voting rights, the right is hereby reserved to Declarant to appoint the Board of Directors of the Association for the period of Class B Membership. The Board of Directors shall have such powers and duties and shall serve for such terms of office as are set forth in these Articles, the Bylaws of the Association, and the Declaration.

7.4 Proxy Voting. The holder or holders of a membership entitled to vote may vote in person or, if the Bylaws so provide, may vote by proxy executed in writing by the holder or holders of a membership or his or their duly authorized attorney in fact.

7.5 Cumulative Voting. Cumulative voting in elections for Directors shall not be permitted.

**VIII.**  
**DISSOLUTION,, DISTRIBUTION OF ASSETS**

8.1 Dissolution, Distribution of Assets. Upon appropriate vote of the Board of Directors of the Association to voluntarily dissolve or liquidate the Association, the assets of the Association shall be distributed as follows, in the following order, (i) all liabilities and obligations of the Association shall be discharged or otherwise provided for; (ii) real property owned by the Association shall be transferred or conveyed to the Members of the Association as tenants in common in equal undivided interests, one interest to the Owner of each Lot, as defined in the Declaration; (iii) all other remaining assets of the Association, including, without limitation, funds or monies held thereby, shall be distributed to each charitable organization or organizations that qualify as such under Section 501 (c)(3) of the Internal Revenue Code as may be designated by the Board of Directors in such proportions or amounts as the Board of Directors may determine.

**IX.**  
**DIRECTOR'S LIABILITY**

9.1 Director's Liability, Limitation. To the fullest extent allowed by law, no Director of the Association shall be held personally liable by or to the Association or its Members for monetary damages for breach of fiduciary duty as a Director; provided, however, that such liability shall not be eliminated or limited in the case of acts or omissions done not in good faith or which involve intentional misconduct or a knowing violation of the law; a breach of the duty of loyalty to the Association or its members; the making of a loan by the Association to a Director or officer; or any transaction from which the Director derived an improper personal benefit.

**X.**  
**MISCELLANEOUS**

10.1 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, for the administration and regulation of the affairs of the corporation. The initial Bylaws of the Association 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 Board of Directors of the Association, except as may be provided in the Bylaws.

10.2 Amendment of Articles. The Association may amend these Articles of Incorporation from time to time in accordance with the Colorado Nonprofit Corporation Act in any and as many respects as may be desired so long as the Articles of Incorporation as amended contain only such provisions as are lawful under the Act.

IN WITNESS WHEREOF, these Articles are executed this 29<sup>th</sup> day of June, 1992.

INCORPORATOR:

John C. Mitchell III  
John C. Mitchell, III

COUNTY OF \_\_\_\_\_ )  
STATE OF COLORADO ) ss.

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of June, 1992, by John C. Mitchell.

Witness my hand and official seal.

My commission expires: 12/13/95  
Patricia Edwards  
Notary Public