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NONPROFIT

MAIL TO: COLORADO SECRETARY OF STATE CORPORATIONS OFFICE 1560 Broadway, Suite 200 Denver, CO 80202 (303) 894-2251 ARTICLES OF INCORPORATION

This form must be accompanied by an OCR form which is provided by the Colorado Secretary of State. A duplicate copy of the OCR form is not required.

05-16-90 08:30 \$10.00 901059940 05-25-90 08:30 \$10.00 901059940

The undersigned person(s) acting as incorporator(s) of a corporation under the Colorado Nonprofit Corporation Act, sign, and, acknowledge the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is The Second Timbers At So. Granby Way Condominium Association

SECOND: The period of duration is Perpetual (a stated number of years, or the word PERPETUAL)

THIRD: The purpose or purposes for which the corporation is organized Homeowners Association

FOURTH: The address of the initial registered office of the corporation in Colorado is c/o ACCU, Inc. 1205 South Platte River Drive, Suite 201 Denver, Colorado 80223

(Address must include Building number, Street (or rural route number), Town or City, County and Zip code.)

and the name of its initial registered agent at such address is N. Earl Warren

FIFTH: Address of the principal office 1205 S. Platte River Dr., Suite 201, Denver, CO 80223 (if not the same as its registered office)

SIXTH: The number of directors constituting the initial board of directors of the corporation is (at least one) Three, and the names and addresses of the persons who are to serve as the initial directors are:

Table with 2 columns: NAME, ADDRESS (include zip code). Rows include Paul M. Cucci, Judy McCoy, and Shilee S. Neal with their respective addresses in Aurora, CO.

SEVENTH: The name and address of each incorporator is:

Table with 2 columns: NAME, ADDRESS (include zip code). Row includes N. Earl Warren at 1205 S. Platte River Dr., Suite 201, Denver, 80223.

Signed [Signature] N. Earl Warren
Signed
Signed

State of Colorado
County of Denver
Acknowledged before me this 7th day of May, 1990
by N. Earl Warren

My commission expires Jan. 16, 1992
Notary Public [Signature]
COMPUTER UPDATE COMPLETE

Note: One or more persons may incorporate. The name and address of each incorporator is to be typed below his signature unless one or more of the incorporators are also initial directors, the address of such incorporator(s) need not be repeated.

FILED

ARTICLES OF INCORPORATION

13 APR '76

OF

CONDOMINIUM ASSOCIATION AT SOUTH GRANBY WAY STATE OF COLORADO
DEPT. OF STATE

I, the undersigned natural person of the age of twenty-one years or more, acting as an incorporator of a nonprofit corporation under the Colorado Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

ASSOCIATION.

1.1 Association Name. The name of the corporation shall be CONDOMINIUM ASSOCIATION AT SOUTH GRANBY WAY (hereinafter referred to as the "Association").

1.2 Perpetual Existence. The Association shall have perpetual existence.

ARTICLE II

OBJECTS, PURPOSES AND POWERS.

2.1 Objects and Purposes. The Association does not contemplate pecuniary gain or profit to the members thereof. The specific objects and purposes for which the Association is organized are to be and constitute the Association to which reference is made in that certain Condominium Declaration for The Second Timbers

Condominiums dated April 7, 1976 and recorded April 13, 1976 in Book 2437 at Pages 124 through 161, inclusive, of the records in the office of the Clerk and Recorder of Arapahoe County, Colorado, as the same may thereafter be amended from time to time (hereinafter referred to as the "Declaration"), and to perform all the obligations and duties of the Association as set forth in the Declaration, together with any act or thing reasonably to be implied therefrom or connected in any way therewith. The definitions set forth in the Declaration shall also be applicable to these Articles of Incorporation.

2.2 Powers. In furtherance of its objects and purposes, the Association shall have and may exercise, either as principal or agent and either alone or in connection with other corporations, partnerships, associations or individuals, any and all of the powers, rights and privileges now or hereafter permitted, given or granted to nonprofit corporations by the laws of the State of Colorado. In addition, the Association may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes, including all of the power necessary to perform the obligations and duties and to exercise the rights, privileges and powers of the Association under the Declaration. Without in any manner limiting the generality of the foregoing, the Association shall have the following specific powers:

Right to manage an

2.2.1 To fix, levy, assess and collect the assessments against members of the Association for the purposes and in the manner set forth in the Declaration or by any other lawful means, specifically including the power to sue to collect and to foreclose its lien to enforce payment of such assessments;

2.2.2 To enforce the covenants, conditions and restrictions set forth in the Declaration and to make and enforce rules and regulations with respect thereto;

2.2.3 To engage in activities which will protect, promote and advance the health, safety, welfare and interests of the Owners of property which is subject to the Declaration;

2.2.4 To pay all expenses in connection with the performance of its objects, purposes and powers and all office, legal, accounting and other expenses incident to the conduct of the business of the Association, specifically including all licenses, taxes, charges, fees, assessments or governmental charges levied or imposed against the property of the Association;

2.2.5 To participate in mergers and consolidations with other nonprofit corporations organized for the same general purposes as the Association; and

2.2.6 In general, to 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; provided, however, that the Association is not empowered to act contrary to the provisions of the Declaration, specifically including Section 6.8 thereof.

ARTICLE III

REGISTERED OFFICE AND AGENT.

3.1 Registered Office. The address of the initial registered office of the Association is 15052 East Hampden Circle, Aurora (Arapahoe County), Colorado 80232.

3.2 Registered Agent. The name of the initial registered agent at the address of the registered office of the Association is Leland J. Alpert.

ARTICLE IV

MEMBERSHIP IN ASSOCIATION.

4.1 Membership and Voting Rights in the Association.

Reference is hereby made to the Declaration and to the By-Laws of the Association for provisions concerning membership and voting rights, including the limitation and denial thereof, in the Association, and particularly to Section 5.2 of the Declaration and Section 3.3 of the By-Laws.

ARTICLE V

BOARD OF DIRECTORS.

5.1 Directors. The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors which shall consist of not less than three nor more than nine members. The specific number of directors, their terms of

Management by Board

office and the manner in which they are elected shall be set forth in the By-Laws of the Association. Directors shall be Owners (as defined in the Declaration) which, in the case of Declarant or other corporate Owners, shall include the officers, directors or employees of Declarant and the officers and directors of other corporate Owners.

3.2 Initial Board of Directors. The initial or first Board of Directors of the Association shall consist of the following three members who shall serve until the first annual election of directors or until their resignation or until their successors are elected or appointed and qualify:

<u>Name</u>	<u>Address</u>
Harvey B. Alpert	15052 East Hampden Circle Aurora, Colorado 80232
Theodore J. Alpert	15052 East Hampden Circle Aurora, Colorado 80232
Leland J. Alpert	15052 East Hampden Circle Aurora, Colorado 80232

ARTICLE VI

GENERAL.

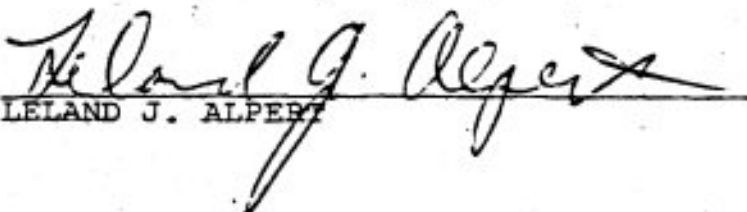
6.1 Dissolution. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds of the entire membership of the Association and signed by the First Mortgagees owning First Mortgages on not less than two-thirds of

the mortgaged Condominium Units. 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 the 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 purposes.

6.2 Incorporator. The name and address of the incorporator of the Association is Leland J. Alpert, 15052 East Hampden Circle, Aurora, Colorado 80232.

6.3 Amendments. Amendment of these Articles of Incorporation shall require the assent of at least 75% of the votes of the entire membership of the Association.

IN WITNESS WHEREOF, the above-named incorporator has hereunto set his hand and seal this 12th day of April, 1976.


LELAND J. ALPERT

STATE OF COLORADO
COUNTY OF ARAPAHOE

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) ss.
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I, Thomas A. Lavin, a Notary Public hereby certify that on the 13th day of April, 1976, personally appeared Leland J. Alpert, who being by me first duly sworn, declared that he is the person who signed the foregoing document as the incorporator, and that the statements contained therein are true.

(SEAL)

Thomas A. Lavin
Notary Public

My commission expires:
My Commission Expires Sept. 9, 1979

STATE OF COLORADO

DEPARTMENT OF
STATE



NONPROFIT
CERTIFICATE OF
INCORPORATION

J. MARY ESTILL BUCHANAN,

Secretary of State of the State of Colorado, hereby certify that pursuant to the provisions of the Colorado Nonprofit Corporation Act, Articles of Incorporation were delivered to this office, found to conform to law, and filed in this office.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

CONDOMINIUM ASSOCIATION AT SOUTH GRANBY WAY

(A COLORADO NONPROFIT CORPORATION)

Dated this Thirteenth *day of* April *, A. D. 19* 76

Mary Estill Buchanan

SECRETARY OF STATE