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ARTICLES OF INCORPORATION 072094 132

OF

COUNTRY LANE FILING NO. 2 COMMUNITY ASSOCIATION, INC.

In compliance with the requirements of the Colorado Non-profit Corporation Act, Section 7-20-101 through 7-29-106, C.R.S. 1973, as amended, the undersigned, of full age, has this day, for the purpose of forming a nonprofit corporation, certified as follows:

ARTICLE I

NAME

The name of the corporation is COUNTRY LANE FILING NO. 2 COMMUNITY ASSOCIATION, INC., hereafter called the "Association."

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 3600 South Yosemite, Suite 600, Denver, Colorado 80237.

ARTICLE III

REGISTERED AGENT

Peter R. Thompson, whose address is 3600 South Yosemite Street, Suite 600, Denver, Colorado 80237, is hereby appointed the initial registered agent of this Association, and such address shall be the registered address of this 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 Community Property, within that certain tract of property described on Exhibit "A" attached hereto and incorporated herein by this reference as the same may be expanded (hereinafter called the "Property") and to promote the health, safety and welfare of the residents within the 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 perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions of Country Lane Filing No. 2 Community Association, Inc., hereinafter called the "Declaration," applicable to the Property, and recorded or to be recorded in the office of the Clerk and Recorder of the County of Arapahoe, Colorado, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length (terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined herein);

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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, provided that no conveyance, sale, transfer, or dedication shall be effective unless approved by two-thirds (2/3) of each class of Members, as hereinafter described;

(d) borrow money, and with the assent of two-thirds (2/3) of the Members, 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 Community Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members, and grant permits, licenses and easements over the Community Property for public utility, roads and/or other purposes reasonably necessary or useful for the proper maintenance or operation of the Property or the Association, provided that no such dedication, sale or transfer shall be effective unless first approved by two-thirds (2/3) of the Members, and provided further that the granting of permits, licenses and easements as provided herein shall not be deemed a transfer within the meaning of this subsection (e);

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Community Property, subject to the prior written approval of the Federal Housing

Administration of the U.S. Department of Housing and Urban Development or the Veterans Administration, provided that any merger or consolidation shall have the assent of two-thirds (2/3) of the Members;

(g) manage, control, operate, maintain, repair and improve the Community Property;

(h) enforce covenants, restrictions, and conditions affecting the Community Property or any portion thereof to the extent this corporation may be authorized under the Declaration;

(i) engage in activities which will actively foster, promote, and advance the common ownership interests of Owners;

(j) enter into, make, perform, or enforce contracts of every kind and description, and do all other acts necessary, appropriate, or advisable in carrying out any purpose of this Association with or in association with any person, firm, association, corporation, or other entity or agency, public or private;

(k) adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of this Association; provided, however, that such Bylaws shall not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration; and

(l) have and 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 now or hereafter subject to assessment as provided in the Declaration, 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.

A transfer of membership, including all rights of an Owner with respect to the Community Property shall occur auto-

matically upon the transfer of title to the Lot to which the membership pertains. The Association may suspend the voting rights and the right to use any recreational facilities upon the Community Property of a Member for a period not to exceed sixty (60) days for any infraction of published rules and regulations of the Association, or for any period during which any assessment against such Owner's Lot remains unpaid. All Members shall be entitled to vote on all matters, except any Members who are in default in any obligations to the Association. Cumulative voting is prohibited.

## ARTICLE VI

### VOTING RIGHTS

The Association shall have one class of voting membership:

Class A. Class A Members shall be all Owners of Lots, including 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, and 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 such Lot.

Notwithstanding the foregoing voting rights, Declarant has reserved, pursuant to Article III, Section 3 of the Declaration, the right to appoint the Board of Directors of the Association for the period hereinafter described. The Board of Directors shall have such powers and duties and shall serve for such terms of office as are set forth in the Articles of Incorporation and Bylaws of the Association. This reserved right shall terminate upon the first to occur of the following events:

(a) 120 days following the date when seventy-five percent (75%) of the votes outstanding in the Association may be cast by Owners other than Declarant; provided, however, that if, during such 120-day period, additional real property is annexed to the Properties pursuant to Article X, Section 4 of the Declaration so that Declarant again may cast at least twenty-five percent (25%) of the outstanding votes in the Association, such reserved right shall be deemed not to have terminated;

(b) Ten (10) years from the date upon which the Declaration is recorded in the office of the Clerk and Recorder of Arapahoe County, Colorado.

(c) on a date certain set forth in written notice from the Declarant to the Secretary of the Association of its intent to terminate its reserved right as of such date; provided, however, that in the event there is more than one Declarant, such notice must be signed by all such Declarants.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) directors. Directors shall be Members which, in the case of Declarant, shall include the venturers of Declarant and their officers, directors and employees and in the case of corporate Members shall include the officers and directors of each such corporate Member. The number of Directors may be changed by amendment of the Bylaws 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>
Sandy Gail Nyholm	3600 South Yosemite, Suite 600 Denver, Colorado 80237
Peter R. Thompson	3600 South Yosemite, Suite 600 Denver, Colorado 80237
Gary L. Mandarich	3600 South Yosemite, Suite 600 Denver, Colorado 80237

At the first annual meeting of the Association the Members shall elect one director for a one-year term, one director for a two-year term, and one director for a three-year term and at each annual meeting thereafter the Members shall elect the same number of directors as there are directors whose terms are expiring at the time of each election, for terms of three years.

## 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 the 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 purposes.

ARTICLE IX

OFFICERS

The Board of Directors may appoint a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board, in accordance with the provisions of the Bylaws, believes will be in the best interests of the Association. The officers shall have such duties as may be prescribed in the Bylaws of the corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Subject to the provisions of Article IX, Section 6 of the Declaration, amendment of these Articles shall require the assent of two-thirds (2/3) of a quorum of the Members voting in person or by proxy at an annual or special meeting; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with any provision of the Declaration.

ARTICLE XII

FHA/VA APPROVAL

As long as Declarant is entitled to appoint the Board of Directors, the following actions will require the prior approval of the Federal Housing Administration of the U.S. Department of Housing and Urban Development or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Community Property, dedication of Community Property, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, the undersigned, the incorporator of this Association has executed these Articles of Incorporation this 11 day of May, 1986.

Jan Schneider  
Jan Schneider

ADDRESS OF INCORPORATOR:

7887 East Belleview  
Suite 700  
Englewood, CO 80111

STATE OF COLORADO )  
County of Denver )ss

The foregoing instrument was acknowledged before me in the County of Denver, State of Colorado, this 9th day of May, 1986 by Jan Schneider.

Witness my hand and official seal.

My commission expires: 5/23/88.

Kimberly S. Stathow  
Notary Public  
Address: 12701 E. Utah Circle  
Denver, CO 80231

COUNTRY LANE FILING NO. 2

EXHIBIT "A"

Lots 17-31 inclusive, Block 11; Lots 1-18 inclusive, Block 12; Lots 1-18 inclusive, Block 13; Lots 1-43 inclusive, Block 14, Lot 23, Block 7; and Tracts C and D, Country Lane Subdivision Filing No. 2 according to the plat thereof recorded on September 25, 1985, in Book 85 at Pages 65-69 inclusive, Reception No. 2581854 in the Arapahoe County, Colorado records.

MAIL TO:  
Colorado Secretary of State  
Corporations Office  
1575 Sherman St., 2nd Fl.  
Denver, Co 80203  
(303) 866-2361

for office use only

FILED

1988-1 1098

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH.

SUBMIT ONE  
Filing fee: \$6.00

This document must be typewritten.

DN - 871672394

Pursuant to the provisions of the Colorado Corporation Code, the Colorado Nonprofit Corporation Act and the Colorado Uniform Limited Partnership Act of 1981, the undersigned corporation or limited partnership organized under the laws of Colorado

submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the state of Colorado:

First: The name of the corporation or limited partnership is:

COUNTRY LANE FILING NO. 2 COMMUNITY ASSOCIATION, INC.

Second: the address of its REGISTERED OFFICE is Sheridan Park 8, 8670 Wolff Court, Suite 150, Westminster, CO 30030

Third: The name of its REGISTERED AGENT is William J. Biesendorfer

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is Sheridan Park 8, 8670 Wolff Court, Suite 150, Westminster, CO 80030  
COUNTRY LANE FILING NO. 2 COMMUNITY ASSOCIATION, INC. (Note 1)

By Stephen D. Cook (Note 2)  
Stephen D. Cook Vice president

IMPORTANT! PLEASE READ CAREFULLY!  
If you are a not-for-profit corporation or a limited partnership, this form must be notarized. If you are a business (profit) corporation, no notarization is required.

Its \_\_\_\_\_ registered agent (Note 3)  
Its \_\_\_\_\_ general partner

COMP. CH'D. T.R.

STATE OF COLORADO

City & COUNTY OF Denver

Subscribed and sworn to before me this 9th day of March, 19 88

My commission expires 9/26/89

Notary Public (Note 4)

55 Madison, Suite 800, Denver, CO 80206

Address

- Notes: 1. Exact name of corporation or limited partnership making the statement.
- 2. Signature and title of officer signing (for the corporation, must be president or vice president, for a limited partnership, must be a general partner).
- 3. Signatures of profit corporations. This statement may be executed by the registered agent when it is a profit corporation or limited partnership. A copy of this statement must be furnished to the corporation or limited partnership.
- 4. Notarization of this statement is required for profit corporations and limited partnerships.