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ARTICLES OF INCORPORATION
FOR THE
RIVER ROCK CONDOMINIUM OWNERS ASSOCIATION, INC.
(A Nonprofit Corporation)

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.

ARTICLE 1--Name

The name of this corporation is the RIVER ROCK CONDOMINIUM OWNERS ASSOCIATION, INC. ("Association").

ARTICLE 2--Duration

The duration of the Association shall be perpetual.

ARTICLE 3--Nonprofit

The Association shall be a nonprofit corporation, without shares of stock. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

ARTICLE 4--Purposes and Powers of Association

The purposes for which the Association is formed are as follows:

- (a) To operate the Common Interest Community known as "River Rock Condominiums," which Common Interest Community was created by the Declaration and map or plat for River Rock Condominiums recorded in the City and County of Denver, Colorado, for the purposes of enhancing and preserving the value of the properties of the members.
- (b) To perform acts and services, in accordance with the requirements for an association of owners charged with the administration of property under the Colorado Common Interest Ownership Act, as amended.
- (c) To manage, supervise, care for and operate the Common Interest Community.
- (d) To maintain the Common Elements within the Common Interest Community.
- (e) To enforce any and all covenants, restrictions, rules and regulations and agreements applicable to the Common Interest Community.
- (f) To prepare estimates and budgets of the costs and expenses of rendering these services, any other services as deemed appropriate by the Board; and to perform, or contract, or enter into agreements for that performance, as provided for or contemplated in this Article.
- (g) To apportion the estimated costs and expenses among the Owners and collect those costs and expenses from the Owners obligated to assume or bear the same.
- (h) To borrow money for the Association's purposes.
- (i) To adopt, on behalf of the Unit Owners, rules and regulations as promulgated by the Board with respect to the safe occupancy, reasonable use and enjoyment of the Units, buildings, structures, grounds and facilities of the Common Interest Community, and to enforce compliance with these rules, including the levy of reasonable fines.
- (j) To perform or cause to be performed, all other and additional services and acts as are usually performed by an association of owners, or as deemed appropriate by the Board, including, without limitation, keeping or causing to be kept, appropriate books and records, preparing and filing necessary reports and returns, and making or causing to be made audits of books and accounts.
- (k) To promote the health, safety, welfare and common benefit of the residents and occupants of the properties subject to the Declaration.
- (l) To engage or retain a manager or managing agent, counsel, auditors, accountants, appraisers and other persons or services that may be necessary for or incidental to any of the activities of the Association, and to acquire, sell,

mortgage, lease or encumber any real or personal property for any purpose of the Association.

- (m) To eliminate or limit the personal liability of a Director to the Association or to the members for monetary damages for breach of fiduciary duty as a Director, as allowed by law.
- (n) To do any and all permitted acts suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law, and do any and all acts that, in the opinion of the Board will promote the common benefit and enjoyment of the occupants, residents and Unit Owners of the Common Interest Community, and to have and to exercise any and all powers, rights and privileges which are granted under the Colorado Common Interest Ownership Act, the Declaration, the Bylaws, and the laws applicable to a nonprofit corporation of the State of Colorado.

The foregoing statements of purpose shall be construed as a statement of both purposes and powers. The purposes and powers stated in each clause 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. The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE 5--Membership Rights and Qualifications

Any person 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. This membership shall be automatically transferred upon the conveyance of that Unit. The vote to which each membership is entitled is the number of votes assigned to the Unit in the Declaration of the Common Interest Community. If a Unit is owned by more than one person, those persons 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.

ARTICLE 6--Agent for Service

The initial registered agent of the Association shall be Lynn S. Jordan at the registered address of 1099 Eighteenth St., Suite 2750, Denver, Colorado 80202-1927.

ARTICLE 7--Executive Board

The initial Executive Board shall consist of three persons, and thereafter five persons is more particularly set forth in the Bylaws. This number may be changed by a duly adopted amendment to the Bylaws, except that in no event may the number of members of the Executive Board be less than three. The names and addresses of the persons who shall serve as members of the Executive Board until their successors shall be elected and qualified, are as follows:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Marvin Lipschultz	8709 East Florida Avenue Denver, Colorado 80231
Stuart Nacht	8709 East Florida Avenue Denver, Colorado 80231
Stephen King	8709 East Florida Avenue Denver, Colorado 80231

The Declarant of the Common Interest Community shall have additional rights and qualifications as provided under the Colorado Common Interest Ownership Act and the Declaration, including the right to appoint members of the Executive Board during the period of declarant control.

→ ARTICLE 8--Amendment

Amendment of these Articles shall require the assent of at least two-thirds of the votes in the Association at a meeting of the members at which a quorum is present in person or by proxy.

ARTICLE 9--Dissolution

In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily by the members hereof, by operation of law or otherwise, then the assets of the Association shall be deemed to be owned by the members at the date of dissolution, as a part of their Unit, in proportion to their allocated interests, unless otherwise agreed or provided by law.

ARTICLE 10--Interpretation

Express reference is hereby made to the terms and provisions of the Declaration, which shall be referred to when necessary to interpret, construe or clarify the provisions of these Articles. In the event of conflict, the terms of the Declaration shall control over these Articles of Incorporation.

ARTICLE 11--Incorporator

The name and address of the incorporator is as follows:

Lynn S. Jordan
ORTEN HINDMAN & JORDAN, P.C.
1099 Eighteenth St., Suite 2750
Denver, Colorado 80202-1927

IN WITNESS WHEREOF, the undersigned has signed these Articles in duplicate this _____ day of May, 1997.

Lynn S. Jordan

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Subscribed and sworn to before me this _____ day of May, 1997.

Witness my hand and official seal.

My commission expires: _____.

Notary Public