

**ARTICLES
OF INCORPORATION**

OF SHENANDOAH ON SMOKY HILL

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**ARTICLES OF INCORPORATION
OF
SHENANDOAH ON SMOKY HILL ASSOCIATION**

In compliance with the requirements of Colorado Revised Statutes, 1963 and amendments thereto under Chapter 31, Article 24, the undersigned, Jack A. Witkin, a resident of the State of Colorado, of full age, has and hereby acknowledges his intent to form a corporate entity under and by virtue of said law.

ARTICLE I

The name of the corporation is SHENANDOAH ON SMOKY HILL ASSOCIATION, hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 3435 South Yosemite, Denver, Colorado 80231, in the County of Denver.

ARTICLE III

Charles E. Todd, whose registered office and address is 3435 South Yosemite, Denver, Colorado 80231, is hereby appointed the initial registered agent 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 residence Lots and Common Area within that certain real property described as:

SHENANDOAH ON SMOKY HILL, a part of Section 8, Township 5 South, Range 66 West, 6th P.M., City of Aurora, according to the plat thereof recorded April 19, 1973, in the Office of the Clerk and Recorder of Arapahoe County in Book 24 at Pages 32, 33 and 34, and SHENNANDOAH ON SMOKY HILL SUBDIVISION, Filing Number 2 a part of Section 8, Township 5 South, Range 66 West, 6th P.M., City of Aurora, according to the plat thereof recorded

February 11, 1974, in the office of the Clerk and Recorder of Arapahoe County in Book 25 at Page 97,

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation, as provided in Article VIII herein, and for this purpose to:

Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the office of the Clerk and Recorder, Arapahoe County, 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;

- a) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to 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;
- b) 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;
- c) Borrow money, and with the assent of two-thirds (2/3) of the members, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and
- d) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Colorado 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 subject by covenants of record to assessment by the Association, 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. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE VI

Voting Rights

The Association shall have one class of voting membership.

ARTICLE VII

Board of Directors

The affairs of this Association shall be managed by a Board of five (5) directors, who need not be members of the Association. 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:

Lou Witkin	3435 South Yosemite Street Denver, Colorado 80231
Jack A. Witkin	3435 South Yosemite Street Denver, Colorado 80231
Philip D. Winn	3435 South Yosemite Street Denver, Colorado 80231
Charles E. Todd	3435 South Yosemite Street Denver, Colorado 80231
Jack A. Short	3435 South Yosemite Street Denver, Colorado 80231

ARTICLE VIII

Annexation of Additional Properties

The Association may, at any time, annex additional residential properties and common areas to the Properties described in Article IV, and so add to its membership under the provisions of Article V, provided that any such annexation shall have the assent of two-thirds (2/3) of the entire membership.

ARTICLE IX

Mergers and Consolidations

To the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire membership.

ARTICLE X

Authority to Mortgage

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent of two-thirds (2/3) of the entire membership.

ARTICLE XI

Authority to Dedicate

The Association shall have power to dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of the entire membership agreeing to such dedication, sale or transfer.

ARTICLE XII

Dissolution

The Association may be dissolved with the assent given in writing, and signed by not less than two-thirds (2/3) of the entire membership. Upon dissolution of the Association, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE XIII

Duration

The corporation shall exist perpetually.

ARTICLE XIV

Amendments

Amendment of these Articles shall require the assent of 75 per cent (75%) of the entire membership.