

ARTICLES OF INCORPORATION

OF

THE VERSAILLES CONDOMINIUM ASSOCIATION, INC.

For the purpose of forming a nonprofit corporation pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned hereby has made, signed and acknowledged the following articles:

ARTICLE I

Name

The name of the corporation shall be: THE VERSAILLES CONDOMINIUM ASSOCIATION, INC.

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COLORADO SECRETARY OF STATE

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ARTICLE II

Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III

Purposes

The business, objectives and purposes for which the corporation is formed are as follows:

A. To be and constitute the Association to which reference is made in Declaration of Covenants, Conditions and Restrictions of the THE VERSAILLES CONDOMINIUMS (herein sometimes called the "Declaration") recorded or which will be recorded in the office of the Clerk and Recorder of the City and County of Denver, State of Colorado, relating to a condominium ownership project described therein, (herein sometimes called the "Condominium Project") in the City and County of Denver, State of Colorado and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified therein.

B. To provide an entity for the furtherance of the interests of the Owners in the Condominium Project.

ARTICLE IV

Powers

In furtherance of its purposes, but not otherwise, the corporation shall have the following powers:

A. All of the powers conferred upon nonprofit corporations by the common law and the statutes of the State of Colorado in effect from time to time.

B. All of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Association under the Declaration (terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined herein), including, without limitation, the following powers:

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1. to make and collect assessments against Owners for the purpose of paying the costs, expenses and any losses of the corporation, or of exercising its powers or of performing its functions;
2. to manage, control, operate, maintain, repair and improve the General Common Elements;
3. to enforce covenants, restrictions and conditions affecting the Property to the extent this corporation may be authorized under any such covenants, restrictions or conditions and to make and enforce rules and regulations for use of property in the Condominium Project;
4. to engage in activities which will actively foster, promote and advance the common ownership interests of the Owners;
5. subject to the Declaration and Bylaws of this corporation, (herein sometimes called the "Bylaws") to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal with and in, real, personal and mixed property of all kinds, and any right or interest therein, for any purpose of this corporation;
6. to borrow money and secure the repayment of monies borrowed for any purpose of this corporation, limited in amount or in other respects as may be provided in the Bylaws or in the Declaration;
7. to enter into, make, perform or enforce contracts of every kind and description, including, without limitation, a contract for management services, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of this corporation, with or in association with any person, firm, association, corporation or other entity or agency, public or private;
8. to act as agent, trustee or other representative of other corporations, firms and individuals and as such to advance the business or ownership interests of such corporations, firms or individuals; and
9. to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of this corporation, provided, however, that such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article IV are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article IV.

#### ARTICLE V

##### Memberships

This corporation shall be a membership corporation without certificates or shares of stock. There shall be one class of membership, and there shall be one membership in the corporation for each owner of a unit in the THE VERSAILLES CONDOMINIUMS.

All members shall be entitled to vote on all matters, with one vote per Condominium Unit. Cumulative voting is prohibited. If title to any Condominium Unit shall be held by two or more Persons, then each such Person shall be a member of this corporation, provided however, that the voting rights of such Owners shall not be divided but shall be exercised as if the Owner consisted of only one Person in accordance with the proxy or other designation made by the Persons constituting such Owner. The Declarant may exercise the voting rights with respect to Condominium Units owned by them. In no instance shall any Condominium Unit have more than one vote or any question or issue. No Person other than an Owner may be a regular member of the corporation.

A membership in the corporation and the share of a member in the assets of the corporation shall not be assigned, encumbered or transferred in any manner except as an appurtenance to transfer of title to the Condominium Unit to which the membership pertains, provided, however, that the rights of membership may be assigned to the holder of a first Mortgage as further security for a loan secured by a lien on such Condominium Unit.

A transfer of membership shall occur automatically upon the transfer of title to the Condominium Unit to which the membership pertains, provided, however, that the Bylaws of the corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the corporation.

The corporation may suspend the voting rights of a member for failure to pay any assessment or for failure to otherwise comply with the rules and regulations or the Bylaws of the corporation or with any other obligations of the Owners under the Declaration, or agreement(s) created pursuant thereto.

The Bylaws may contain provisions, not inconsistent with the foregoing, setting forth the rights, privileges, duties and responsibilities of the members.

#### ARTICLE VI

##### Board of Directors

The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors.

The Board of Directors shall consist of not less than three nor more than six members, the specified number to be set forth from time to time in the Bylaws. In the absence of any provision in the Bylaws, the Board shall consist of three members.

Members of the Board of Directors shall be elected in the manner determined by the Bylaws. All persons comprising the Board of Directors shall be Owners, except as provided herein, in the Declaration or Bylaws.

Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

The initial Board of Directors shall consist of one person and the name and address of the member of the initial Board of Directors who shall serve until the first election of Directors who shall serve until the first election of Directors by the members and until his successor is duly elected and qualified, is as follows:

Name

Address

Calvin J. VanEssen

2047 So. Kingston Ct.  
Aurora, CO 80014

Scott L. Shwayder

1873 So. Bellaire St. Suite 790  
Denver, CO 80222

Marc S. Lippitt

1873 So. Bellaire St., Suite 790  
Denver, CO 80222

Any vacancies in the Board of Directors occurring before the first election of directors by Owners shall be filled by the remaining directors.

Notwithstanding anything to the contrary provided for herein, however, until the Declarant have sold 75% of the Condominium Units or December 31, 2008, whichever first occurs, the members of the Board of Directors shall be appointed by Declarant, its successors or assigns, unless such right is relinquished earlier.

#### ARTICLE VII

##### Officers

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

#### ARTICLE VIII

##### Conveyances and Encumbrances

Subject to any restrictions set forth herein, in the Bylaws or in the Declaration, corporate property may be conveyed or encumbered by authority of the corporation and the Board of Directors. Conveyances or encumbrances shall be by instrument executed by the President or a Vice President and by the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer or executed by such other person or persons to whom such authority may be delegated by the Board.

#### ARTICLE IX

##### Initial Registered Office and Agent

The initial registered office of the corporation shall be 1660 Lincoln St., Suite 2850, Denver, Colorado 80264. The initial registered agent at such office shall be John M. Martin. The address of the initial principal office of the corporation is 789 Clarkson Street, Denver, Colorado 80218.

#### ARTICLE X

##### Incorporation

The incorporator of this corporation and his address is as follows:

Name

John M. Martin

Address

1660 Lincoln St. Suite 2850  
Denver, CO 80264

ARTICLE XI

Dissolution

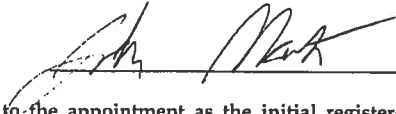
In the event of the dissolution of this corporation, either voluntarily by the members hereof, by operation of law, or otherwise, then the assets of this corporation shall be deemed to be owned by the members as of the date of dissolution in proportion to each member's ownership of the General Common Elements of the Condominium Project.

ARTICLE XII

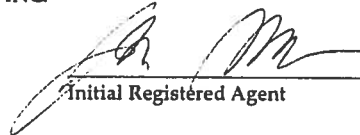
Amendments

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner as set forth in the Colorado Non-profit Corporation Act, provided, however, that no amendment to the Articles of Incorporation shall be contrary to or inconsistent with any provision of the Declaration.

Executed this 14 day of July, 2000.



John M. Martin hereby consents to the appointment as the initial registered agent for THE VERSAILLE CONDOMINIUM ASSOCIATION, INC.

  
Initial Registered Agent