

ARTICLES OF INCORPORATION

OF

LONG MEADOW ESTATES HOMEOWNERS ASSOCIATION, INC.

(A NONPROFIT CORPORATION)

Pursuant to the Colorado Revised Nonprofit Corporation Act, articles 121 to 137 of title 7, C.R.S., the undersigned, desiring to form a nonprofit corporation for the objects and purposes herein set forth, does hereby cause these Articles of Incorporation to be filed with the Colorado Secretary of State, declaring as follows:

Article I

Name

The name of the corporation (hereinafter called the "Association") will be:
LONG MEADOW ESTATES HOMEOWNERS ASSOCIATION, INC.

Article II

Perpetual Duration

The Association will exist in perpetuity, from and after the date of filing of these Articles of Incorporation with the Secretary of State of the State of Colorado, unless dissolved according to law.

Article III

Purposes and Powers

The Association, a nonprofit corporation, will operate the common interest community known as Long Meadow Estates, located in the City of Greenwood Village, County of Arapahoe, Colorado, in accordance with the Colorado Common Interest Ownership Act and the Colorado Revised Nonprofit Corporation Act.

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 the ownership, maintenance, preservation and architectural control of the Lots and Common Elements within that certain tract of land known as Long Meadow Estates, located in the county of Arapahoe, State of Colorado, as described in the Plat thereof recorded in the records of said county (the "Property"), and to promote the health, safety and welfare of the residents within the Property, and for these purposes 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 Long Meadow Estates (herein called the "Declaration"), as amended from time to time in accordance with its terms;

(B) Fix, levy, collect and enforce payment by any lawful means, all charges and 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 property or personal property in connection with the affairs of the Association, provided that no dedication and no conveyance, sale or transfer of all or substantially all of the assets of the Association will be effective unless first approved by each class of Members, as hereinafter described, and by First Mortgagees of Lots all as provided in the Declaration;

(D) Borrow money, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred as provided in the Declaration;

(E) Dedicate, sell, or transfer all or any part of the Common Elements 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, under and upon the Common Elements for public utilities, roads and/or other purposes consistent with the intended use of the Common Elements and reasonably necessary or useful for the proper maintenance or operation of the Project, as provided in the Declaration;

(F) Own, manage, control, operate, maintain, repair, and improve the Common Elements;

(G) Enforce covenants, restrictions and conditions affecting any of the Property to the extent this Association may be authorized under the Declaration and applicable law;

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

(I) 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;

(J) 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 may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration; and

(K) Have and exercise any and all powers, rights and privileges which a corporation organized under the Colorado Revised Nonprofit Corporation Act, and which a common interest community organized under the Colorado Common Interest Ownership Act, as amended from time to time, may now or hereafter have or exercise under applicable law.

Article IV
Initial Registered Office and Agent

The initial registered office of the Association is located at 34 Coral Place, Greenwood Village, Colorado 80111. The initial registered agent of the Association at that address is Donald C. Morrison.

Article V
Initial Principal Office

The initial principal office of the Association will be located at 34 Coral Place, Greenwood Village, Colorado 80111.

Article VI
Name and Address of Each Incorporator

The incorporator is Donald C. Morrison, whose address is 34 Coral Place, Greenwood Village, Colorado 80111.

Article VII
Members

The Association will have Members, who will have the voting rights described in Article VIII of these Articles of Incorporation. 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 the Declaration, including contract sellers, will be a voting Member of the corporation. 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. A transfer of membership, including all rights of an Owner with respect to the use of the Common Elements, will occur automatically upon the transfer of title to the Lot to which the membership pertains.

Article VIII
Voting Rights

The Association will have one class of voting membership. All Owners will be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in the same Lot, all such Owners will be Members and the vote for such Lot will be cast as the Owners thereof agree, but in no event will more than one vote per question be cast with respect to such Lot. If the Owners do not agree as to the manner in which their vote should be cast when called upon to vote, then they will be treated as having abstained. All Members will be entitled to vote on all matters, except any Members who are in default of any obligation to the Association. Cumulative voting is prohibited.

Article IX
Board of Directors

The affairs of the Association will be managed by a Board of not less than three (3) and not more than five (5) Directors. In the case of Declarant and in the case of corporate Members, the individual Members, partners or joint venturers of Declarant or the officers and directors of a corporate Member may act as Members of the Board. The number of Directors may be increased 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:

Donald C. Morrison	34 Coral Place, Greenwood Village, Colorado 80111
Robert L. Murdock	210 St. Paul St., Denver CO 80206
Arthur B. Wise	1077 Cherokee Street Denver, Colorado 80204

Article X
Officers

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

Article XI
Amendments

Amendment of these Articles will require the assent of sixty-seven percent (67%) of the votes of the membership. Any amendment to these Articles of Incorporation must not be contrary to or inconsistent with any provision of the Declaration

Article XII
Indemnification

To the fullest extent permitted by law, including but not limited to article 129, title 7, C.R.S. as from time to time amended, the Association will have authority to indemnify and insure its directors, officers, employees, fiduciaries and agents.

Article XIII
Dissolution

The Association may dissolve, wind up its affairs and distribute its assets in the manner provided by the Colorado Revised Nonprofit Corporation Act, as amended, and the Declaration.

FILING AGENT: The name and address of the individual causing this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is Andrew J. Felsler, 501 S. Cherry St. Ste. 880, Denver CO 80246-1329.



Colorado Secretary of State
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 Colorado Secretary of State
 Business Division
 1560 Broadway, Suite 200
 Denver, CO 80202-5169

Paper documents must be typed or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Incorporation for a Nonprofit Corporation

filed pursuant to §7-90-301, et seq. and §7-122-101 of the Colorado Revised Statutes (C.R.S.)

1. Entity name:

Long Meadow Estates Homeowners Association, Inc.

(The name of a nonprofit corporation may, but need not, contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "Ltd." §7-90-601, C.R.S.)

2. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, make the applicable selection):*

- "bank" or "trust" or any derivative thereof
 "credit union" "savings and loan"
 "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

34 Coral Pl

(Street name and number)

Greenwood Village

(City)

CO

(State)

80111

(Postal/Zip Code)

United States

(Province - if applicable)

(Country - if not US)

4. Principal office mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

5. Registered agent: (if an individual):

Morrison

(Last)

Donald

(First)

C.

(Middle)

(Suffix)

OR (if a business organization):

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address:

34 Coral Pl

(Street name and number)

Greenwood Village

CO

80111

8. Registered agent mailing address:
(if different from above)

(City) (State) (Postal/Zip Code)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

(Province – if applicable) (Country – if not US)

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of incorporator(s): (if an individual):

Morrison Donald C.
(Last) (First) (Middle) (Suffix)

OR (if a business organization):

34 Coral PI
(Street name and number or Post Office Box information)

Greenwood Village CO 80111
(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

(if an individual)

(Last) (First) (Middle) (Suffix)

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

(if an individual)

(Last) (First) (Middle) (Suffix)

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)
United States
(Province - if applicable) (Country - if not US)

(If more than three incorporators, mark this box and include an attachment stating the names and addresses of all incorporators.)

- 12. The nonprofit corporation is formed under the Colorado Revised Nonprofit Corporation Act.
- 13. The corporation will **OR** will not have voting members.
- 14. A description of the distribution of assets upon dissolution is attached.
- 15. Additional information may be included pursuant to §7-122-102, C.R.S. and other organic statutes. If applicable, mark this box and include an attachment stating the additional information.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

- 16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Felser Andrew J.
(Last) (First) (Middle) (Suffix)
501 S Cherry St
(Street name and number or Post Office Box information)
Ste 880
Denver CO 80246-1329
(City) (State) (Postal/Zip Code)
United States
(Province - if applicable) (Country - if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

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